

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. \_\_)**

Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  
 **Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material Pursuant to §240.14a-12

**H&E EQUIPMENT SERVICES, INC.**

\_\_\_\_\_  
(Name of Registrant as Specified in its Charter)

\_\_\_\_\_  
N/A

\_\_\_\_\_  
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.  
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

\_\_\_\_\_  
(2) Aggregate number of securities to which transaction applies:

\_\_\_\_\_  
(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

\_\_\_\_\_  
(4) Proposed maximum aggregate value of transaction:

\_\_\_\_\_  
(5) Total fee paid:

- Fee paid previously with preliminary materials.  
 Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

\_\_\_\_\_  
(2) Form, Schedule or Registration Statement No.:

\_\_\_\_\_  
(3) Filing Party:

\_\_\_\_\_  
(4) Date Filed:

\_\_\_\_\_



April 15, 2010

Dear Stockholder:

I am pleased to invite you to our Annual Meeting of Stockholders of H&E Equipment Services, Inc., to be held at the Hilton Baton Rouge Capitol Center Hotel, 201 Lafayette Street, Baton Rouge, Louisiana 70801, on Tuesday, May 25, 2010, at 8:00 a.m. Central Daylight Time. At the meeting you will be asked to vote for the election of our directors and to ratify the appointment of BDO Seidman, LLP as our independent registered public accounting firm for the year ending December 31, 2010. I encourage you to vote for the nominees for director and for ratification of the appointment of BDO Seidman, LLP.

Pursuant to the U.S. Securities and Exchange Commission rules that authorize companies to furnish their proxy materials over the Internet, on or about April 15, 2010, we are mailing a Notice of Internet Availability of Proxy Materials to our stockholders of record and beneficial owners as of March 29, 2010. The notice contains instructions on how to access our Proxy Statement and Annual Report and how to vote on the Internet. As of the date of mailing of the Notice, all stockholders and beneficial owners will have the ability to access all of the proxy materials on a website referred to in the Notice. These proxy materials will be available free of charge.

The Notice of Internet Availability of Proxy Materials contains information on how you may request copies of the proxy materials be sent to you by mail or email. The proxy materials accessible on the Internet or sent to you will include a Proxy Card that will provide you with instructions to cast your vote on the Internet, a telephone number you may call to cast your vote, or you may complete, sign and return the Proxy Card by mail.

You are cordially invited to attend the Annual Meeting of Stockholders in person. Even if you choose to attend in person, you are encouraged to review the proxy materials and vote your shares in advance of the meeting. Your vote is extremely important, and we appreciate you taking the time to vote promptly.

Very truly yours,  
**H&E EQUIPMENT SERVICES, INC.**

A handwritten signature in black ink, appearing to read 'John M. Engquist', is written over a stylized graphic element that resembles a signature or a logo.

**John M. Engquist**  
*President & Chief Executive Officer*  
*H&E Equipment Services, Inc.*  
*11100 Mead Road, Suite 200*  
*Baton Rouge, LA 70816*

---



## Notice of Annual Meeting of Stockholders

To Our Stockholders:

You are invited to attend the H&E Equipment Services, Inc. 2010 Annual Meeting of Stockholders.

*Date:* May 25, 2010  
*Time:* 8:00 a.m. Central Daylight Time  
*Place:* Hilton Baton Rouge Capitol Center Hotel  
Governor's Room  
201 Lafayette Street  
Baton Rouge, Louisiana 70801

Only stockholders who owned stock of record at the close of business on March 29, 2010 can vote at this meeting or any adjournments or postponements thereof that may take place.

The purposes of the Annual Meeting are:

- (1) to elect seven directors, each for a term of one year or until their respective successors have been elected and qualified;
- (2) to ratify our Audit Committee's appointment of BDO Seidman, LLP as our independent registered public accounting firm for the year ending December 31, 2010; and
- (3) to transact any other business that may properly come before the meeting.

We consider your vote important and encourage you to vote as soon as possible.

By Order of the Board of Directors,

A handwritten signature in black ink, appearing to read 'Leslie S. Magee'.

Leslie S. Magee  
*Chief Financial Officer and Secretary*

April 15, 2010

---



**PROXY STATEMENT**  
**FOR ANNUAL MEETING OF STOCKHOLDERS**  
**H&E EQUIPMENT SERVICES, INC.**  
**To Be Held May 25, 2010**

This Proxy Statement sets forth certain information with respect to the accompanying proxy to be used at the Annual Meeting of Stockholders (the "Annual Meeting") of H&E Equipment Services, Inc., or at any adjournments or postponements thereof, for the purposes set forth in the accompanying Notice of Annual Meeting of Stockholders. The Board of Directors has designated the Governor's Room of the Hilton Baton Rouge Capitol Center Hotel, 201 Lafayette Street, Baton Rouge, Louisiana as the place of the Annual Meeting. The Annual Meeting will be called to order at 8:00 a.m., Central Daylight Time, on Tuesday, May 25, 2010. This proxy procedure enables all holders of common stock, many of whom are unable to attend the Annual Meeting, to vote. Only stockholders of record as of the close of business on March 29, 2010, the Record Date, are entitled to vote. The Board of Directors solicits this proxy and encourages you to read this document thoroughly and to take this opportunity to vote on the matters to be decided at the Annual Meeting. Unless the context otherwise indicates, reference to "we," "us," "our" or the "Company" in this Proxy Statement means H&E Equipment Services, Inc.

Under rules and regulations of the Securities and Exchange Commission (the "SEC"), instead of mailing a printed copy of our proxy materials to each stockholder of record or beneficial owner of our common stock, we are furnishing proxy materials, which include our Proxy Statement and Annual Report, to our stockholders over the Internet and providing a Notice of Internet Availability of Proxy Materials by mail. *You will not receive a printed copy of the proxy materials unless you request to receive a paper copy or an email copy of these materials in hard copy by following the instructions provided in the Notice of Internet Availability of Proxy Materials.* Instead, the Notice of Internet Availability of Proxy Materials will instruct you how you may access and review all of the important information contained in the proxy materials on the Internet. The Notice of Internet Availability of Proxy Materials also instructs you how you may submit your proxy via telephone or the Internet. If you received a Notice of Internet Availability of Proxy Materials by mail and would like to receive a printed copy of our proxy materials, you should follow the instructions for requesting such materials included in the Notice of Internet Availability of Proxy Materials.

We are mailing the Notice of Internet Availability of Proxy Materials on or about April 15, 2010, to each stockholder at the holder's address of record. SEC rules permit us to deliver only one copy of the Notice of Internet Availability of Proxy Materials or a single set of proxy materials to multiple stockholders sharing the same address. Upon written or oral request, we will deliver separate Notices and/or copies of our 2009 Annual Report and/or this Proxy Statement to any stockholder at a shared address to which a single copy of the Notice was delivered. Stockholders may notify our Company of their requests by calling or writing our Investor Relations Department, H&E Equipment Services, Inc., 11100 Mead Road, Suite 200, Baton Rouge, Louisiana 70816; (225) 298-5200.

## TABLE OF CONTENTS

	<u>Page</u>
<a href="#"><u>VOTING PROCEDURES</u></a>	3
<a href="#"><u>CORPORATE GOVERNANCE</u></a>	5
<a href="#"><u>SUBMISSION OF STOCKHOLDER PROPOSALS AND DIRECTOR NOMINATIONS</u></a>	9
<a href="#"><u>ITEM 1 — ELECTION OF DIRECTORS</u></a>	9
<a href="#"><u>DIRECTORS &amp; EXECUTIVE OFFICERS</u></a>	12
<a href="#"><u>DIRECTOR COMPENSATION TABLE</u></a>	13
<a href="#"><u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND DIRECTORS AND OFFICERS</u></a>	16
<a href="#"><u>SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE</u></a>	18
<a href="#"><u>AUDIT COMMITTEE REPORT</u></a>	18
<a href="#"><u>ITEM 2 — RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u></a>	20
<a href="#"><u>COMPENSATION COMMITTEE REPORT</u></a>	21
<a href="#"><u>COMPENSATION DISCUSSION AND ANALYSIS</u></a>	21
<a href="#"><u>COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION</u></a>	26
<a href="#"><u>SUMMARY COMPENSATION TABLE</u></a>	27
<a href="#"><u>GRANTS OF PLAN-BASED AWARDS TABLE</u></a>	29
<a href="#"><u>OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END TABLE</u></a>	29
<a href="#"><u>OPTION EXERCISES AND STOCK VESTED TABLE</u></a>	30
<a href="#"><u>NONQUALIFIED DEFERRED COMPENSATION TABLE</u></a>	31
<a href="#"><u>POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL</u></a>	31
<a href="#"><u>CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS</u></a>	32
<a href="#"><u>HOUSEHOLDING</u></a>	34
<a href="#"><u>OTHER BUSINESS</u></a>	35

## VOTING PROCEDURES

*Your vote is very important.* Your shares can only be voted at the Annual Meeting if you are present in person or represented by proxy. Whether or not you plan to attend the Annual Meeting, you are encouraged to vote by proxy to ensure that your shares will be represented. Stockholders can choose among the following methods to vote:

*Via the Internet* — Stockholders can simplify their voting by voting their shares via the Internet as instructed on the website identified in the Notice of Internet Availability of Proxy Materials. The Internet procedures are designed to authenticate a stockholder's identity to allow stockholders to vote their shares and confirm that their instructions have been properly recorded. Internet voting for stockholders of record is available 24 hours a day and will close at 7:00 P.M., Eastern Daylight Time, on May 24, 2010. The Notice instructs you how to access and review all important information in the Proxy Statement and Annual Report. You will then be able to request that copies of proxy materials be emailed to you or you will be directed to select a link where you will be able to vote on the proposals presented here.

*By Telephone* — The Notice of Internet Availability of Proxy Materials includes a toll-free number you can call to request printed copies of proxy materials. The printed proxy materials include a different toll-free number that you can call for voting.

*By Mail* — Stockholders who receive a paper Proxy Card may elect to vote by mail and should complete, sign and date their Proxy Card and mail it in the pre-addressed envelope that accompanies the delivery of a paper Proxy Card. Proxy Cards submitted by mail must be received at the time of the Annual Meeting in order for your shares to be voted. Stockholders who hold shares beneficially in street name may vote by mail by requesting a paper Proxy Card according to the instructions contained in the Notice of Internet Availability of Proxy Materials, and then completing, signing and dating the Proxy Card provided by the brokers or other agents and mailing it in the pre-addressed envelope provided.

*At the Annual Meeting* — Shares held in your name as the stockholder of record may be voted by you in person at the Annual Meeting. Shares held beneficially in street name may be voted by you in person at the Annual Meeting only if you obtain a legal proxy from the broker or other agent that holds your shares giving you the right to vote the shares and bring such proxy to the Annual Meeting.

If you vote via the Internet, by telephone or by mailing a Proxy Card, we will vote your shares as you direct. For the election of directors, you can specify whether your shares should be voted for all, some or none of the nominees for director listed. With respect to the ratification of our Audit Committee's appointment of BDO Seidman, LLP as our independent registered public accounting firm, you may vote "for" or "against" the ratification, or you may abstain from voting on the ratification.

You may revoke or change a previously delivered proxy at any time before the Annual Meeting by delivering another proxy with a later date, by voting again via the Internet or by telephone, or by delivering written notice of revocation of your proxy to the corporate Secretary of the Company at the Company's principal executive offices before the beginning of the Annual Meeting. You may also revoke your proxy by attending the Annual Meeting and voting in person, although attendance at the Annual Meeting will not, in and of itself, revoke a valid proxy that was previously delivered. If you hold shares through a bank or brokerage firm, you must contact that bank or brokerage firm to revoke any prior voting instructions. You may also vote in person at the Annual Meeting if you obtain a legal proxy as described above. Unless properly revoked, properly executed and delivered proxies that are received before the Annual Meeting's adjournment or any adjournment or postponement thereof will be voted in accordance with the directions provided. If no directions are provided, those shares will be voted by one of the individuals named on your proxy card as recommended by the Board of Directors, as stated in this Proxy Statement and in the Notice of Internet Availability of Proxy Materials, specifically in favor of our nominees for directors and in favor of the ratification of the appointment of BDO Seidman, LLP as our independent registered public accounting firm. If you wish to give a proxy to someone other than those named on the proxy card, you should cross out those names and insert the name(s) of the person(s), not more than three, to whom you wish to give your proxy.

*Who can vote?* Only stockholders of record as of the close of business on March 29, 2010, the Record Date, are entitled to vote. On that day, approximately 34,897,865 shares of common stock were outstanding and eligible to vote, and there were 178 record holders. Each share is entitled to one vote on each matter presented at the Annual

## [Table of Contents](#)

Meeting. A list of stockholders eligible to vote will be available at the offices of H&E Equipment Services, Inc., 11100 Mead Road, Suite 200, Baton Rouge, Louisiana 70816 beginning May 4, 2010. Stockholders may examine this list during normal business hours for any purpose relating to the Annual Meeting by contacting the Secretary of the Company.

*How does the Board recommend I vote?* The Board recommends a vote FOR each Board nominee and FOR ratification of the appointment of BDO Seidman, LLP as the Company's independent registered public accounting firm for the year ending December 31, 2010.

*How are votes counted?* The Annual Meeting will be held if a quorum, consisting of a majority of the outstanding shares of common stock entitled to vote, is represented at the Annual Meeting in person or by proxy. Broker non-votes, votes withheld and abstentions will be counted for purposes of determining whether a quorum has been reached. Broker non-votes occur when nominees, such as banks and brokers, holding shares on behalf of beneficial owners do not receive voting instructions from the beneficial owners by the tenth day before the Annual Meeting and the nominees may only vote those shares on matters deemed routine. For purposes of this proxy, banks and brokers can vote on the ratification of BDO Seidman, LLP as our independent registered accounting firm for the year ending December 31, 2010 even if the broker does not receive voting instructions from you. However, your bank or broker does not have discretionary authority to vote on the election of directors without instructions from you, in which case a broker non-vote will occur and your shares will not be voted on this matter.

Because each director nominee is elected by the affirmative vote of the holders of a plurality of the shares of common stock voted, abstentions will have no effect on the election of director nominees (Item 1). The ratification of the appointment of BDO Seidman, LLP requires that the votes cast in favor of the ratification exceed the number of votes cast opposing the ratification (Item 2).

*Who will count the vote?* The votes will be tabulated by the Company's Director of Finance, W. Scott Bozzell, the inspector of elections appointed by the Board of Directors for the Annual Meeting.

*Where can I find the results of the Annual Meeting?* We intend to announce preliminary voting results at the Annual Meeting and publish final results in a Current Report on Form 8-K within four business days of the Annual Meeting.

*Who is soliciting this proxy?* Solicitation of proxies is made on behalf of the Board of Directors of the Company. The cost of soliciting proxies, including preparing, assembling and mailing the Notice of Internet Availability of Proxy Materials, Proxy Statement, form of proxy and other soliciting materials, as well as the cost of forwarding such material to the beneficial owners of stock, will be paid by us, except for some costs associated with individual stockholders' use of the Internet or telephone. In addition to solicitation by e-proxy and/or by mail, directors, officers, regular employees and others may also, but without compensation other than their regular compensation, solicit proxies personally or by telephone or other means of electronic communication. We may reimburse brokers and others holding stock in their names or in the names of nominees for their reasonable out-of-pocket expenses in sending proxy material to principals and beneficial owners.

*What if I can't attend the Annual Meeting?* If you are unable to attend the Annual Meeting in person and you intend to vote, you must vote your shares by proxy, via the Internet, by telephone or by mail by the applicable deadline.

**Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to be Held on May 25, 2010.**

The Proxy Statement and the 2009 Annual Report are both available free of charge at [www.he-equipment.com](http://www.he-equipment.com). We will provide without charge to each person to whom this Proxy Statement has been delivered (whether by mail or through the Internet), on the request of any such person, up to two additional copies per request of the 2009 Annual Report, including the consolidated financial statements and financial statement schedule. Requests should be directed to our investor relations department as described below:

H&E Equipment Services, Inc.  
11100 Mead Road, Suite 200  
Baton Rouge, Louisiana 70816  
Attention: Investor Relations  
Telephone: (225) 298-5200

We make available free of charge through our Internet website ([www.he-equipment.com](http://www.he-equipment.com)) our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act"), as well as reports on Forms 3, 4 and 5 filed pursuant to Section 16 of the Exchange Act, as soon as reasonably practicable after such documents are electronically filed with, or furnished to, the SEC. The information on our website is not, and shall not be deemed to be, a part of this Proxy Statement or incorporated into any other filings we make with the SEC.

**CORPORATE GOVERNANCE**

In accordance with the Delaware General Corporation Law and the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, the Company's business, property and affairs are managed under the direction of the Board of Directors. Although the Company's non-management directors are not involved in the day-to-day operating details, they are kept informed of the Company's business through reports and materials provided to them regularly, as well as by operating, financial and other reports presented by the officers of the Company at meetings of the Board of Directors and committees of the Board of Directors.

*Board Leadership Structure.* Gary W. Bagley serves as the Chairman of the Board and in such capacity presides over meetings of the Board. Our Chief Executive Officer (CEO) is John M. Engquist, and he manages the business and affairs of the Company under the direction of the Board. We currently separate the positions of CEO and Chairman of the Board. The Corporate Governance and Nominating Committee has reviewed this leadership structure and has determined that it is the most appropriate structure for the Company because it enables the CEO to focus on running the Company's business while the Board Chairman focuses on the Board. Mr. Engquist provides very hands-on leadership running the business on a day-to-day basis, and the Corporate Governance and Nominating Committee believes that currently it is most effective to keep the principal executive officer and Board chair positions separate.

*The Board's Role in Risk Oversight.* The Board as a whole has responsibility for the general oversight of risk, and the Board's committees address and report to the Board on any individual risk areas within their purview. Risk and risk management is a recurring agenda item at regular Board meetings, and the Board also discusses any specific risk topics as applicable. The Company's senior management makes presentations to the full Board as to the areas of principal risk, as well as on the processes that the Company has in place to identify, assess and report such risks.

The Board committees report to the Board on their consideration of any risks within their respective areas of focus. The Audit Committee primarily oversees risks relating to or arising from financial and disclosure controls and procedures, and accounting and other financial matters. The Company's Chief Financial Officer reports to the Audit Committee on such risks and related risk management, and the Company's internal auditors, compliance manager, and independent auditors each regularly provide reports at Audit Committee meetings. The Compensation Committee has considered whether the Company's compensation policies and practices create risks that are

## Table of Contents

reasonably likely to have a material adverse effect on the Company. The Corporate Governance and Nominating Committee and the Finance Committee review any risks that come within their respective areas of responsibility (e.g., governance in the case of the Corporate Governance and Nominating Committee, and in the case of the Finance Committee, any extraordinary corporate transactions that such committee may consider).

*Independence.* The Board has determined that five of the Company's seven directors are "independent" as defined in the applicable listing standards of the Nasdaq Stock Market LLC ("NASDAQ"), including that each such director is free of any relationship that the Board believes would interfere with his individual exercise of independent judgment. The following directors were determined to be independent: Keith E. Alessi, Paul N. Arnold, Bruce C. Bruckmann, Lawrence C. Karlson and John T. Sawyer.

In making its determinations regarding director and director nominee independence, the Board considered, among other things:

- any material relationships with the Company, its subsidiaries or its management, aside from such director's or director nominee's service as a director;
- transactions between the Company, on the one hand, and the directors and director nominees and their respective affiliates, on the other hand;
- transactions outside the ordinary course of business between the Company and companies at which some of its directors are or have been executive officers or significant stakeholders, and the amount of any such transactions with these companies; and
- relationships among the directors and director nominees with respect to common involvement with for-profit and non-profit organizations.

*Conflicts of Interest and Corporate Governance Matters.* Under our Code of Conduct and Ethics for Employees, Officers and Directors of H&E Equipment Services, Inc. ("Code of Conduct"), no employee or officer may serve as a director of any outside business concern other than on behalf of the Company, without the written approval of the President or the Chief Financial Officer of the Company. The Charter of the Corporate Governance and Nominating Committee empowers the Corporate Governance and Nominating Committee to at least once a year review the independence of the members of the Board of Directors and consider questions of conflicts of interest. The Corporate Governance and Nominating Committee will identify, analyze, and if possible, resolve any actual and potential conflicts of interest a Board member has or may have. In connection with an actual or potential conflict of interest, the Corporate Governance and Nominating Committee may issue to such member instructions concerning the manner in which he should conduct himself, as applicable. There are no pre-determined limitations on the number of other boards of directors on which the directors of the Company may serve; however, the Board expects individual directors to use judgment in accepting other directorships and to allow sufficient time and attention to Company matters. There are no set term limits for directors, however as long as the Board is not classified, the Corporate Governance and Nominating Committee will review each director's continuation on the Board annually.

*Code of Conduct.* The Company is committed to ethical business practices. We have a corporate Code of Conduct that applies to all of the Company's employees and directors and includes the code of ethics for the Company's principal executive officer, principal financial officer and principal accounting officer within the meaning of the SEC regulations adopted under the Sarbanes-Oxley Act of 2002, as amended. The Company's corporate Code of Conduct can be found on the Company's Internet website at [www.he-equipment.com](http://www.he-equipment.com) under the heading "Corporate Code of Conduct and Ethics." Please note that none of the information on the Company's website is incorporated by reference in this Proxy Statement.

*Communications with the Board of Directors.* If you would like to communicate with the Company's directors, please send a letter to the following address: H&E Equipment Services, Inc., Attention: Board of Directors c/o corporate Secretary, 11100 Mead Road, Suite 200, Baton Rouge, Louisiana 70816. The Company's corporate Secretary will review each such communication and forward a copy to the Board of Directors.

## [Table of Contents](#)

*Meetings of the Board of Directors and Stockholders.* It is the policy of the Board to meet at least quarterly. The Board of Directors held seven meetings in 2009. In 2009, the Board also held regular executive sessions where non-management directors met without management participation.

Each incumbent director attended at least 75% of the meetings of the Board and the committees on which he served in 2009. Directors are encouraged to attend the Annual Meeting of Stockholders. All directors, either in person or telephonically, attended the 2009 Annual Meeting of Stockholders.

*Committees of the Board of Directors.* The Board of Directors currently has four standing committees: Audit Committee, Compensation Committee, Corporate Governance and Nominating Committee and Finance Committee. Charters for the Audit Committee, Compensation Committee and Corporate Governance and Nominating Committee can be found on the Company's website at [www.he-equipment.com](http://www.he-equipment.com) under the heading "Investor Relations/Corporate Governance."

*Audit Committee* — The Audit Committee operates under a written charter adopted by the Board of Directors, which is available on the Company's Internet website. The Audit Committee provides assistance to the Board in fulfilling its oversight responsibility to the stockholders, potential stockholders, the investment community, and others relating to (i) the integrity of the Company's financial statements and financial reporting processes; (ii) the Company's systems of internal accounting and financial controls, including internal controls over financial reporting; (iii) performance of the Company's internal auditors and independent registered public accounting firm; (iv) the independent registered public accounting firm's qualifications and independence; (v) the annual independent audit of the Company's consolidated financial statements; and (vi) the Company's compliance with ethics policies, legal policies and regulatory requirements, as applicable. In so doing, it is the responsibility of the Audit Committee to maintain free and open communication among the Audit Committee, the independent registered public accounting firm, the internal auditors and Company management. In discharging its oversight role, the Audit Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company and the power to retain at the expense of the Company independent outside counsel or other experts or advisers as it deems necessary to carry out its duties. A detailed list of the Audit Committee's functions is included in its charter, a copy of which can be found on the Company's Internet website. In addition, the Company has a policy that the Audit Committee will review any new transaction in which the Company and its directors, executive officers or their immediate family members are participants to determine whether a related person has a direct or indirect material interest. This policy has been communicated orally by the Board. See the "Certain Relationships and Related Transactions — Related Party Transactions" section of this Proxy Statement.

The current members of the Audit Committee are Messrs. Alessi, Karlson and Sawyer and Mr. Alessi is the Chair of this committee. The Board has determined in its business judgment that each member of the Audit Committee is financially literate and that Messrs. Alessi, Karlson and Sawyer are "independent" as defined in the applicable NASDAQ listing standards and the applicable rules under the Exchange Act. In addition, the Board has determined that Mr. Alessi is an "audit committee financial expert" as that term is defined in Item 407(d)(5) of Regulation S-K of the Exchange Act. The Audit Committee held five meetings in 2009.

*Compensation Committee* — The Compensation Committee operates under a written charter adopted by the Board of Directors, which is available on the Company's Internet website. The Compensation Committee discharges the Board's responsibilities relating to the compensation of the Company's Chief Executive Officer, the Company's other executive officers and its directors. The Compensation Committee has overall responsibility for evaluating and approving executive officer and director compensation plans, policies and programs of the Company, as well as all equity-based compensation plans and policies, including the Company's 2006 Stock-Based Incentive Compensation Plan.

On an annual basis, the Compensation Committee reviews and sets the compensation of the Chief Executive Officer taking into account a variety of factors, as more fully described in the "Compensation Discussion & Analysis" section of this Proxy Statement. The Compensation Committee also sets compensation for certain other executive officers after considering recommendations provided by the Chief Executive Officer and/or the Chief Operating Officer and a variety of other factors, as more fully described in the "Compensation Discussion & Analysis" section of this Proxy Statement.

On an as-needed basis, the Compensation Committee may retain independent compensation consultants to assist the Compensation Committee in evaluating and structuring our executive compensation programs and making compensation decisions. In fiscal 2009, the Compensation Committee retained Axiom Consulting Partners to provide a CEO competitive pay assessment as an update to the executive pay analysis that Axiom previously provided to the Compensation Committee in 2008. Axiom was retained to provide this information and not to determine or recommend executive compensation.

The Compensation Committee is authorized to delegate any of its responsibilities to subcommittees, as the Compensation Committee deems appropriate. To date, the Compensation Committee has not exercised this right. For additional description of the Compensation Committee's processes and procedures for consideration and determination of executive officer and director compensation, see the "Compensation Discussion & Analysis" section of this Proxy Statement.

The current members of the Compensation Committee are Messrs. Alessi, Arnold and Karlson and Mr. Arnold is the Chair of this committee. The Board has determined in its business judgment that Messrs. Alessi, Arnold and Karlson are "independent" as defined in the applicable NASDAQ listing standards. The members of the Compensation Committee are also non-employee directors under SEC Rule 16b-3 and outside directors under Section 162(m) of the Internal Revenue Code of 1986, as amended. The Compensation Committee met four times in 2009. For additional information on the Compensation Committee, see the "Compensation Discussion and Analysis" beginning on page 21.

*Corporate Governance and Nominating Committee* — The Corporate Governance and Nominating Committee operates under a written charter adopted by the Board of Directors, which is available on the Company's Internet website. The primary functions of the Corporate Governance and Nominating Committee are (i) to assist the Board by identifying individuals qualified to become Board members and members of Board committees, to recommend to the Board the director nominees for the next annual meeting of stockholders, and to recommend to the Board nominees for each committee of the Board; (ii) to lead the Board in its annual review of the Board's, its committees' and management's performance; and (iii) to review, as appropriate, the Company's corporate governance structure and recommend any proposed changes to the Board. The Corporate Governance and Nominating Committee identifies individuals, including those properly submitted and recommended by stockholders, believed to be qualified as candidates for Board membership. The Corporate Governance and Nominating Committee has the authority to retain search firms to assist it in identifying candidates to serve as directors. In addition to any other qualifications the Corporate Governance and Nominating Committee may in its discretion deem appropriate, all director candidates should possess high personal and professional ethics, integrity and values, and should have sufficient time available to devote to service on the Board and Board committees. A majority of the Board must be comprised of independent directors. Neither the Corporate Governance and Nominating Committee nor the Board has a policy regarding consideration of diversity in selecting director candidates. In identifying and recommending director candidates, the Corporate Governance and Nominating Committee considers each individual's specific experience and qualifications to determine that individual's desirability and suitability for service on the Company's Board, and also considers the qualifications and composition of the Board as whole.

The Corporate Governance and Nominating Committee considers stockholder nominees for directors in the same manner as nominees for director from other sources. Stockholder suggestions for nominees for director should be submitted to the Company's corporate Secretary no later than the date by which stockholder proposals for action must be submitted (see "Submission of Stockholder Proposals and Director Nominations" below) and should include the following information: (a) the recommending stockholder's name, address, telephone number and the number of shares of the Company's common stock held by such individual or entity and (b) the recommended candidate's biographical data, statement of qualification and written consent to nomination and to serving as a director, if elected.

The Corporate Governance and Nominating Committee consists of three directors, each of whom the Board has determined in its business judgment are "independent" as defined in the applicable NASDAQ listing standards. The current members of the Corporate Governance and Nominating Committee are Messrs. Alessi, Karlson and Sawyer and Mr. Karlson is the Chair of this committee. The Corporate Governance and Nominating Committee held two meetings during 2009.

*Finance Committee* — The Finance Committee was established by the Board of Directors and operates under a written charter. The Finance Committee oversees and reviews any significant financial affairs and policies of the Company and oversees all material potential business and financial transactions, as well as any other duties assigned to it by the Board of Directors. The current members of the Finance Committee are Messrs. Bagley, Bruckmann, and Engquist and Mr. Bruckmann is the Chair of this Committee. The Finance Committee did not meet in 2009.

## **SUBMISSION OF STOCKHOLDER PROPOSALS AND DIRECTOR NOMINATIONS**

Under the rules of the SEC, stockholders wishing to have a proposal included in the Company's Proxy Statement for the Annual Meeting of Stockholders to be held in 2011 must submit the proposal so that the corporate Secretary of the Company receives it no later than December 16, 2010. The SEC rules set forth standards as to what stockholder proposals are required to be included in a proxy statement. Under the Company's Amended and Restated Bylaws, certain procedures must be followed for a stockholder to nominate persons as directors or to introduce a proposal at an annual meeting of stockholders. A stockholder wishing to make a nomination for election to the Board of Directors or to have a proposal presented at an annual meeting of stockholders must submit written notice of such nomination or proposal so that the corporate Secretary of the Company receives it not less than that date which is 120 days prior to the one year anniversary of the date the Company's proxy statement was released to stockholders in connection with the preceding year's annual meeting of stockholders; provided, however, that in the event that the Company did not hold an annual meeting of stockholders the preceding year or if the date of the annual meeting of stockholders is changed by more than 30 days from the date of the preceding year's annual meeting of stockholders, notice by the stockholder must be delivered within a reasonable time before the Company prints and mails its proxy materials (or makes them available on the Internet) in connection with the annual meeting of stockholders. The Company's Amended and Restated Bylaws also set forth certain informational requirements for stockholders' nominations of directors and proposals.

## **ITEM 1 — ELECTION OF DIRECTORS**

The Company's Amended and Restated Bylaws provide that the Company's business shall be managed by a Board of Directors ranging from five to nine members. The number of directors may be increased or decreased from time to time by resolution of the Board of Directors. The Company's Board of Directors is currently comprised of seven members. Directors shall be elected at the annual meeting of the stockholders and each director elected shall hold office until a successor is duly elected and qualified or until his or her death, resignation or removal.

The Corporate Governance and Nominating Committee identifies and recommends director candidates to serve on the Board. Director candidates are then nominated for election by the Board of Directors. Stockholders are also entitled to nominate director candidates for election in accordance with the procedures set forth in the Company's Amended and Restated Bylaws (see "Corporate Governance — Committees of the Board — Corporate Governance and Nominating Committee" and "Submission of Stockholder Proposals and Director Nominations" above).

In identifying and recommending director candidates to serve on the Board, the Corporate Governance and Nominating Committee considers the qualifications and composition of the Board as a whole, taking into account the totality of experience, skills and other qualifications or attributes that the individual nominees collectively bring to the Board. The Committee also considers each individual's experience, skills and other qualifications and attributes to determine that individual's suitability and desirability for service on the Company's Board. All director candidates should possess high personal and professional ethics, integrity and values, and should have sufficient time available to devote to service on the Board and Board committees. In addition, a majority of the Board must be comprised of independent directors. The experience, skills and attributes which the Corporate Governance and Nominating Committee considers include, but are not limited to, the individual's: (i) experience serving on the board of directors of a publicly traded company, (ii) independence; (iii) financial and/or audit committee experience; (iv) compensation committee experience; (v) experience with corporate transactions, such as capital-raising and other corporate finance transactions and acquisitions; (vi) experience in the Company's industry; and (vii) demonstration of overall responsibility for a company's performance, such as managing or operating a company.

At the Annual Meeting, seven directors are to be elected. All of the director nominees are currently directors of the Company and have been recommended for election by the Corporate Governance and Nominating Committee. All nominees have consented to being named as nominees for directors of the Company and have agreed to serve if elected. If some or all of the nominees should become unavailable to serve at the time of the Annual Meeting, the shares represented by proxy will be voted for any remaining nominee(s) and any substitute nominee(s) designated by the Board of Directors. In no event, however, will the shares represented by proxy be voted for more than seven nominees. Director elections are determined by a plurality of the votes cast.

Set forth below is information regarding each nominee for director, including the specific experience, qualifications, skills or attributes that led to conclusion that such nominee should serve as a director of the Company.

#### **Nominees for Directors**

*Gary W. Bagley* has served as Chairman and Director of the Company since the formation of the Company in September 2005. He had served as Chairman and Director of H&E Equipment Services LLC (“H&E LLC”), the predecessor to the Company, from its formation in 2002 until its merger with and into the Company in February 2006. Mr. Bagley served as President of ICM Equipment Company L.L.C. (“ICM”) since 1996 and Chief Executive Officer from 1998 until ICM merged with and into H&E LLC in June 2002, when he became executive Chairman of H&E LLC. He retired as an executive of H&E LLC in 2004. Prior to 1996, he held various positions at ICM, including Salesman, Sales Manager and General Manager. Mr. Bagley also served as Vice President of Wheeler Machinery Co. Since our acquisition of Eagle High Reach Equipment, LLC and Eagle High Reach Equipment, Inc. in February 2006, Mr. Bagley has served as a manager and director, respectively, of Eagle High Reach Equipment, LLC (now H&E Equipment Services (California), LLC) and Eagle High Reach Equipment, Inc. (now H&E California Holdings, Inc.). Previously, Mr. Bagley served as interim Chief Executive Officer and as a director of Eagle High Reach Equipment, Inc. from February 2004 to February 2006 and as Chief Executive Officer and as a director of Eagle High Reach Equipment, LLC from December 2004 to February 2006. Mr. Bagley has served in the past on a number of dealer advisory boards and industry association boards.

Mr. Bagley has extensive experience both with the Company and in the construction equipment industry. He also had overall responsibility as chief executive officer of the equipment company which merged with and into our Company’s predecessor in 2002. He currently serves as a member of the Company’s Finance Committee.

*John M. Engquist* has served as President, Chief Executive Officer and Director of the Company since its formation in September 2005. He had served as President, Chief Executive Officer and Director of H&E LLC from its formation in June 2002 until its merger with and into the Company in February 2006. He served as President and Chief Executive Officer of Head & Engquist Equipment, LLC (“Head and Engquist”) from 1990 and director of Gulf Wide Industries, LLC (“Gulf Wide”) from 1995, both predecessor companies of H&E LLC. From 1975 to 1990, he held various operational positions at Head & Engquist, starting as a mechanic’s helper. Mr. Engquist serves as a director on the boards of a number of private companies, including EZ Lube LLC and Business First Bancshares, Inc. in Baton Rouge, Louisiana. He also serves on the Professional Advisory Board of St. Jude Children’s Research Hospital in Memphis, Tennessee. Mr. Engquist is the sole manager and member of J R J Development, L.L.C., which owns 30% of the membership interest in New Towne Development Group, L.L.C., for which Mr. Engquist is a member and the Chairman of the Board of Managers. Mr. Engquist is a former board member of Baton Rouge Business Bank and Cajun Constructors, Inc.

Mr. Engquist’s day-to-day leadership of the Company as its Chief Executive Officer, as well as his long history with the Company and its predecessors dating back to 1975, provides him with unparalleled experience with the Company’s operations, industry and corporate transactions. He currently serves as a member of the Company’s Finance Committee.

*Keith E. Alessi* has been a Director of the Company since its formation in September 2005 and Chairman of the Audit Committee since January 2006. He served as a director and chairman of the Audit Committee of H&E LLC from November 2002 until its merger with and into the Company in February 2006. Mr. Alessi is President, Chief Executive Officer and a director of Westmoreland Coal Company (“Westmoreland”) of Colorado Springs, Colorado. Mr. Alessi became President and Chief Executive Officer of Westmoreland in January 2009 and had

previously held that position from August 2007 through April 2008. Prior to that, he served as interim Chief Executive Officer and President of Westmoreland from May to August 2007. Mr. Alessi has served as a director of Westmoreland since 2007 and has also served as Westmoreland's Executive Chairman of the Board. In 2008, Mr. Alessi briefly served on an interim basis as acting Chief Executive Officer of EZ Lube LLC, a private company that filed for protection under Chapter 11 of the United States federal bankruptcy code in December 2008, pending its search for a new chief executive officer. He has been an Adjunct Lecturer at The Ross School of Business at the University of Michigan since 2001. Mr. Alessi was an Adjunct Professor of Law at The Washington and Lee University School of Law from 1999 to 2007 and from 2003 to 2006, he was Chief Executive Officer of Lifestyles Improvement Centers, LLC. Mr. Alessi has served as a director of Town Sports International Holdings, Inc. since 1997 and a director of MWI Veterinary Supply, Inc. since 2002. Mr. Alessi is a Certified Public Accountant.

Mr. Alessi is experienced in leading other companies and also is experienced with corporate transactions, such as financings and acquisitions. As a director of other public companies, Mr. Alessi has experience with corporate governance, compensation and audit committee matters. He currently serves as Chairman of the Company's Audit Committee and as a member of the Company's Compensation Committee. He also serves as the Board's "audit committee financial expert" as defined under SEC rules and is an independent director.

*Paul N. Arnold* has been a Director of the Company since November 2006. Mr. Arnold has served as a director of Town Sports International Holdings, Inc. since April 1997 and served as the non-executive Chairman of the Board of Directors from May 2006 until February 2009. Since 2000 Mr. Arnold has served as Chief Executive Officer of CORT Business Services, Inc., which was acquired by Berkshire Hathaway in 2000. From 1992 to 2000 Mr. Arnold served as President and Chief Executive Officer of CORT Business Services. Mr. Arnold also served as a director of CORT Business Services from 1991 to 2000 and from 2006 to 2009 and served as Chairman of the Board from May 2006 to February 2009. Prior to 1992, Mr. Arnold held various positions over a twenty-four year period within CORT Furniture Rental, a division of Mohasco Industries, Inc.

Mr. Arnold has experience leading a company with branch operations and also has extensive experience in the rental business and with corporate transactions. As a director of other public companies, Mr. Arnold has experience with corporate governance, compensation and audit committee matters. He currently serves as Chairman of the Company's Compensation Committee and as a member of the Company's Corporate Governance and Nominating Committee. Mr. Arnold is an independent director.

*Bruce C. Bruckmann* has been a Director of the Company since its formation in September 2005. He had served as a Director of H&E LLC from its formation in June 2002 until its merger with and into the Company in February 2006. Mr. Bruckmann had served as a director of both of the Company's predecessor companies, Head & Engquist and ICM. Mr. Bruckmann is a founder and has been a Managing Director of Bruckmann, Rosser, Sherrill & Co., Inc. since its formation in 1995. He served as an officer of Citicorp Venture Capital Ltd. from 1983 through 1994. Prior to joining Citicorp Venture Capital, Mr. Bruckmann was an associate at the New York law firm of Patterson, Belknap, Webb & Tyler. Mr. Bruckmann has served as a director of Mohawk Industries, Inc. since 1992, a director of MWI Veterinary Supply, Inc. since 2002, a director of Town Sports International Holdings, Inc. since 1996 and a director of Heritage-Crystal Clean, Inc. since 2004. Mr. Bruckmann also currently serves as a director of a private company.

Mr. Bruckmann has extensive experience with corporate transactions, such as financings and acquisitions, as well as experience as a board member of public companies, including service on audit and compensation committees. He also has significant experience with the Company's business and operations and served as a director of both of the Company's predecessor companies. He currently serves as the Chairman of the Company's Finance Committee. Mr. Bruckmann is an independent director.

*Lawrence C. Karlson* has been a Director of the Company since its formation in September 2005. He had served as a Director of H&E LLC from its formation in June 2002 until its merger with and into the Company in February 2006. Mr. Karlson is a consultant for a wide variety of businesses. He previously served as Chairman and CEO of Berwind Financial Corporation from 2001 to 2004 and President of Karlson Corporation from 1986 to 1995. Mr. Karlson also previously served as Chairman of Spectra-Physics AB and President and CEO of Pharos AB. He currently serves as a director of CDI Corporation (since 1989) and as a director of Campbell Soup Company (since November 2009). Previously he was Chairman and director of Mikron Infared, Inc.

Mr. Karlson is experienced in leading other companies and is also experienced with corporate transactions. As a director of other public companies, Mr. Karlson has experience with corporate governance, compensation and audit committee matters. He currently serves as Chairman of the Company's Corporate Governance and Nominating Committee and as a member of the Company's Audit Committee and Compensation Committee. Mr. Karlson is an independent director.

*John T. Sawyer* has been a Director of the Company since its formation in September 2005. He had served as a Director of H&E LLC from its formation in June 2002 until its merger with and into the Company in February 2006. Mr. Sawyer served as President of Penhall Company ("Penhall") from 1989 until his retirement in 2008. He joined Penhall in 1978 as the Estimating Manager of the Anaheim Division, was appointed Manager of Penhall's National Contracting Division in 1980, and in 1984 assumed the position of Vice President and became responsible for managing all construction services divisions. Mr. Sawyer currently serves as a director of Advanced Materials, Inc., a private company.

Mr. Sawyer has experience leading a company with branch operations in the construction industry and is also experienced with corporate transactions. As a director of other public companies, Mr. Sawyer has experience with audit committee matters. He currently serves as a member of the Company's Audit Committee and Corporate Governance and Nominating Committee. Mr. Sawyer is an independent director.

**The Board of Directors recommends a vote FOR each of the listed nominees.**

### DIRECTORS AND EXECUTIVE OFFICERS

The following table sets forth the names, ages and titles of each person who is a current director or executive officer.

Name	Age	
Gary W. Bagley	63	Chairman and Director
John M. Engquist	56	President, Chief Executive Officer and Director
Leslie S. Magee	41	Chief Financial Officer and Secretary
Bradley W. Barber	37	Executive Vice President and Chief Operating Officer
William W. Fox	66	Vice President, Cranes and Earthmoving
John D. Jones	52	Vice President, Product Support
Keith E. Alessi	55	Director
Paul N. Arnold	63	Director
Bruce C. Bruckmann	56	Director
Lawrence C. Karlson	67	Director
John T. Sawyer	65	Director

*Gary W. Bagley* is described as a director nominee above.

*John M. Engquist* is described as a director nominee above.

*Leslie S. Magee* has served as Chief Financial Officer and Secretary of the Company since its formation in September 2005. Ms. Magee served as acting Chief Financial Officer of H&E LLC from December 2004 through August 2005, at which time she was appointed Chief Financial Officer and Secretary. She continued as Chief Financial Officer and Secretary until H&E LLC's merger with and into the Company in February 2006. Previously, Ms. Magee served as Corporate Controller for H&E LLC and Head & Engquist. Prior to joining Head & Engquist in 1995, Ms. Magee spent five years working for Hawthorn, Waymouth & Carroll, L.L.P, an accounting firm based in Baton Rouge, Louisiana. Ms. Magee is a Certified Public Accountant and is a member of the American Institute of Certified Public Accountants and the Louisiana Society of Certified Public Accountants.

*Bradley W. Barber* has served as Executive Vice President and Chief Operating Officer of the Company since June 2008. From November 2005 to May 2008, he was Executive Vice President and General Manager. Previously, Mr. Barber served as Vice President, Rental Operations from February 2003 to November 2005 of H&E LLC. Prior

[Table of Contents](#)

to that, Mr. Barber served as Director of Rental Operations for H&E LLC and Head & Engquist from March 1998 to February 2003. Prior to joining Head & Engquist in March 1998, Mr. Barber worked in both outside sales and branch management for a regional equipment company.

*William W. Fox* has served as Vice President, Cranes and Earthmoving of the Company since its formation in September 2005. Prior to that, he served as Vice President, Cranes and Earthmoving of H&E LLC from its formation in 2002 until its merger with and into the Company in February 2006. Mr. Fox served as Executive Vice President and General Manager of Head & Engquist since 1995 and served as President of South Texas Equipment Co., a subsidiary for Head & Engquist, from 1995 to 1997. Prior to that, Mr. Fox held various executive and managerial positions with the Manitowoc Engineering Company and its subsidiary, North Central Crane. He was Executive Vice President/General Manager from 1989 to 1995, Vice President, Sales from 1988 to 1989, and General Manager from 1986 to 1988 of Manitowoc Engineering Company. Mr. Fox was Executive Vice President/General Manager at North Central Crane from 1980 to 1986.

*John D. Jones* has served as Vice President, Product Support of the Company since its formation in September 2005. Prior to that, he served as Vice President, Product Support for H&E LLC from its formation in 2002 until its merger with and into the Company in February 2006. Mr. Jones served as Vice President of Product Support Service at Head & Engquist since 1994. From 1991 to 1994, he was General Manager of Product Support at Louisiana Machinery. From 1987 to 1991 he served as General Manager of the Parts Operation at Holt Company of Louisiana. From 1976 to 1987, Mr. Jones worked in Product Support and Marketing for Boyce Machinery.

*Keith E. Alessi* is described as a director nominee above.

*Paul N. Arnold* is described as a director nominee above.

*Bruce C. Bruckmann* is described as a director nominee above.

*Lawrence C. Karlson* is described as a director nominee above.

*John T. Sawyer* is described as a director nominee above.

#### 2009 DIRECTOR COMPENSATION TABLE

The annual 2009 compensation for our non-employee directors consisted of the following:

Annual Board retainer fee (payable in quarterly installments)	\$ 30,000
Fee per Board or Committee meeting or call attended, in person or telephonically	\$ 1,500
Chairman of the Audit Committee annual retainer fee (payable in quarterly installments)	\$ 10,000
Chairman of the Corporate Governance and Nominating Committee, the Compensation Committee and the Finance Committee annual retainer fee (payable in quarterly installments)	\$ 5,000

Mr. Bagley, who has a consulting agreement with the Company, did not receive compensation for his service as a director of the Company in 2009.

In addition to the fees described above, on June 2, 2009, Messrs. Alessi, Arnold, Bruckmann, Karlson and Sawyer received grants of 2,116 shares of restricted stock under the Incentive Plan. These grants are described in more detail in the footnotes to the table below.

[Table of Contents](#)

The table below summarizes the compensation paid by the Company to each non-employee director for the year ended December 31, 2009.

Name	Fees Earned or Paid in Cash (\$)(1)	Stock Awards (\$)(2)	All Other Compensation (\$)	Total (\$)
Keith E. Alessi	62,500	15,002	—	77,502
Paul N. Arnold	54,500	15,002	—	69,502
Gary W. Bagley	—	—	180,627(3)	180,627
Bruce C. Bruckmann	54,250	15,002	—	69,252
Lawrence C. Karlson	60,500	15,002	—	75,502
John T. Sawyer	46,500	15,002	—	61,502

- (1) Mr. Bagley did not receive compensation for his service as a director of the Company. All other non-employee directors received a retainer and meeting fees for the Board and its committees and committee chairmanship retainers as described above.
- (2) Amounts shown represent the grant date fair value of restricted common stock granted in fiscal 2009 pursuant to the Financial Accounting Standards Board's Accounting Standards Codification Topic 708 ("ASC 718") (formerly, Statement of Financial Accounting Standards No. 123(R), *Share-Based Payment*). No stock option awards were granted to directors during 2009. The assumptions used to determine the valuation of the awards are discussed in note 2 to our consolidated financial statements for the year ended December 31, 2009. The fair market value, number of shares subject to each outstanding restricted stock award or stock option and the vesting schedule for each award is reported in the supplemental table below.

**Supplemental Stock and Option Award Table**

Director	Grant Date	Total Number of Shares (#)	Fair Value (\$)	If Currently Unvested, Vesting Date	Number of Shares Vesting (#)
<b>Stock Options</b>					
Keith E. Alessi	2/22/06	15,000	219,324		
	6/05/07	1,500	16,535	6/05/10	500
Paul N. Arnold	6/05/07	1,500	16,535	6/05/10	500
	2/22/06	15,000	219,324		
Lawrence C. Karlson	6/05/07	1,500	16,535	6/05/10	500
	2/22/06	15,000	219,324		
John T. Sawyer	6/05/07	1,500	16,535	6/05/10	500
	2/22/06	15,000	219,324		
<b>Restricted Stock</b>					
Keith E. Alessi	6/30/08	500	6,010	6/30/10	167
				6/30/11	167
	6/30/09	2,116	15,002	6/30/10	705
				6/30/11	705
Paul N. Arnold	6/30/08	500	6,010	6/30/10	167
				6/30/11	167
	6/30/09	2,116	15,002	6/30/10	705
				6/30/11	705
Bruce C. Bruckmann	6/30/09	2,116	15,002	6/30/10	705
				6/30/11	705
	6/30/08	500	6,010	6/30/10	167
				6/30/11	167
Lawrence C. Karlson	6/30/09	2,116	15,002	6/30/10	705
				6/30/11	705
	6/30/08	500	6,010	6/30/10	167
				6/30/11	167
John T. Sawyer	6/30/08	500	6,010	6/30/10	167
				6/30/11	167
	6/30/09	2,116	15,002	6/30/10	705
				6/30/11	705

(3) Represents compensation paid to Mr. Bagley under his consulting agreement, which is described in the “Certain Relationships and Related Transactions — Consulting Agreement” section of this Proxy Statement.

**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND DIRECTORS AND OFFICERS**

The following table sets forth certain information with respect to beneficial ownership of the Company's common stock as of March 29, 2010, the Annual Meeting Record Date, by (i) each person, or group of affiliated persons who is known by the Company to own more than 5% of its common stock, (ii) each of the Company's directors and executive officers and (iii) all directors and executives of the Company as a group. The information provided in the table is based on our records, information filed with the SEC and information provided to the Company and includes options which are exercisable within 60 days following the Annual Meeting Record Date.

Beneficial ownership is determined in accordance with the rules of the SEC. To our knowledge, except as set forth in the footnotes to the following table and subject to appropriate community property laws, the persons in this table have sole voting and investment power with respect to all shares shown as beneficially owned by them.

Unless otherwise noted, the address of each person listed below is c/o H&E Equipment Services, Inc., 11100 Mead Road, Suite 200, Baton Rouge, Louisiana 70816.

	<u>Amount and Nature of Beneficial Ownership</u>	
	<u>Shares</u>	<u>Percentage</u>
<b>Stockholders of 5% or more (excludes Directors and Executive Officers)</b>		
Columbia Wanger Asset Management, L.P.(1)	4,708,300	13.5%
T. Rowe Price Associates, Inc.(2)	4,653,917	13.3%
FMR LLC(3)	4,120,786	11.8%
Dimensional Fund Advisors LP(4)	1,941,733	5.6%
Blackrock, Inc.(5)	1,919,888	5.5%
<b>Directors (except Mr. Engquist)</b>		
Bruce C. Bruckmann(6)	2,084,350	6.0%
Gary W. Bagley(7)	314,559	*
Lawrence C. Karlson(8)	31,689	*
Keith E. Alessi(8)	24,116	*
John T. Sawyer(8)	23,921	*
Paul N. Arnold(9)	11,644	*
<b>Executive Officers</b>		
John M. Engquist(10)	4,564,866	13.1%
Bradley W. Barber(10)	65,856	*
Leslie S. Magee(10)	43,883	*
John D. Jones(10)	40,591	*
William W. Fox(11)	4,244	*
All executive officers and directors as a group (11 persons)	7,209,719	20.7%

\* Less than 1%.

- (1) The shares reported herein include shares held by Columbia Acorn Trust, a Massachusetts business trust that is advised by Columbia Wanger Asset Management, L.P. Shares beneficially owned is based on the Schedule 13G amendment filed with the SEC on February 10, 2010 by Columbia Wanger Asset Management, L.P., which reports beneficial ownership as of December 31, 2009. The address of Columbia Wanger Asset Management, L.P. is 227 West Monroe Street, Suite 3000, Chicago, IL 60606.
- (2) The shares reported herein are beneficially owned by T. Rowe Price Associates ("Price Associates"). Shares beneficially owned is based on the Schedule 13G amendment filed with the SEC on February 11, 2010 by Price Associates and T. Rowe Price Small Cap Stock Fund, Inc., which reports beneficial ownership as of December 31, 2009. Price Associates has sole dispositive power with respect to 4,557,438 of the indicated shares and sole voting power with respect to 1,040,776 of the indicated shares. The address of Price Associates is 100 E. Pratt Street, Baltimore, MD 21202.
- (3) The shares reported herein are beneficially owned by Fidelity Management & Research Company, a wholly-owned subsidiary of FMR LLC. Shares beneficially owned is based on the Schedule 13G amendment filed

## [Table of Contents](#)

with the SEC on February 16, 2010 by FMR LLC and Edward C. Johnson 3d (together, the “Reporting Persons”, which reports beneficial ownership as of December 31, 2009. Each of the Reporting Persons has sole dispositive power with respect to all of the indicated shares and sole voting power with respect to none of the indicated shares. The address of FMR LLC is 82 Devonshire Street, Boston, MA 02109.

- (4) The shares reported herein are beneficially owned by Dimensional Fund Advisors LP (“Dimensional”). Shares beneficially owned is based on the Schedule 13G filed with the SEC on February 8, 2010 by Dimensional, which reports beneficial ownership as of December 31, 2009. Dimensional has sole dispositive power with respect to all of the indicated shares and sole voting power with respect to 1,859,407 of the indicated shares. The address of Dimensional is Palisades West, Building One, 6300 Bee Cave Road, Austin, TX 78746.
- (5) The shares reported herein are beneficially owned by Blackrock, Inc. (“Blackrock”). Shares beneficially owned is based on the Schedule 13G filed with the SEC on January 29, 2010 by Blackrock, which reports beneficial ownership as of December 31, 2009. Blackrock has sole dispositive and voting power with respect to all of the indicated shares. The address of Blackrock is 40 East 52nd Street, New York, NY 10022.
- (6) Includes 954,409 shares held by BRSE Associates, Inc. (“BRS Associates”), for which Mr. Bruckmann is a stockholder and officer, and 193,516 shares held by BRSE LLC, of which Mr. Bruckmann is a member and manager. Mr. Bruckmann has shared voting and dispositive power with respect to the shares held by BRS Associates and BRSE LLC. Also includes 73,344 shares held in a trust for the benefit of Mr. Bruckmann’s children, for which he is a trustee, and 190,882 shares held in a trust for the benefit of Mr. Bruckmann’s children, for which he is not a trustee. Also includes 42,986 shares of common stock held by the following entities and individual, for which Mr. Bruckmann holds a power of attorney in respect of such shares: BCB Family Partners, L.P., NAZ Family Partners, L.P. and Nancy A. Zweng. Mr. Bruckmann disclaims beneficial ownership of all shares except those owned by him directly.
- (7) Includes 200,973 shares held by Bagley Family Investments, L.L.C. Mr. Bagley may be deemed to share beneficial ownership of these shares by virtue of his status as manager of Bagley Family Investments, L.L.C. Mr. Bagley expressly disclaims beneficial ownership of any shares held by Bagley Family Investments L.L.C. that exceed his pecuniary interest therein.
- (8) Includes 15,000 shares subject to stock options granted on February 22, 2006, which vested in three equal parts over a three-year period and 1,500 shares subject to stock options granted on June 5, 2007, which vest in three equal parts over three years. Also includes the June 30, 2008 restricted stock grant of 500 shares and the June 2, 2009 restricted stock grant of 2,116 shares. The restricted shares vest over a three year period and are subject to certain restrictions, as described in the recipients’ applicable Restricted Stock Grant Award Letter.
- (9) Includes 1,500 shares subject to stock options granted on June 5, 2007, which vest in three equal parts over three years. Also includes the June 30, 2008 restricted stock grant of 500 shares and the June 2, 2009 restricted stock grant of 2,116 shares. The restricted shares vest over a three year period and are subject to certain restrictions, as described in the recipient’s applicable Restricted Stock Grant Award Letter.
- (10) Includes the June 30, 2008 restricted stock grant of 8,299 shares, 4,742 shares, 3,952 shares and 2,496 shares of restricted stock to Mr. Engquist, Mr. Barber, Ms. Magee and Mr. Jones, respectively, and the June 1, 2009 restricted stock grant of 45,317 shares, 10,763 shares, 9,328 shares and 4,532 shares to Mr. Engquist, Mr. Barber, Ms. Magee and Mr. Jones, respectively. The shares for both stock grants vest over a three year period and are subject to certain restrictions, as described in the recipient’s Restricted Stock Grant Award Letter. Includes grant of 40,650 shares of restricted stock to each of Mr. Barber, Ms. Magee and Mr. Jones made on February 22, 2006 (but not the shares which were returned to the Company, as described below, as payment for related withholding taxes), which vested over a three year period, and were subject to certain restrictions, as described in the recipient’s Restricted Stock Grant Award Letter. One-third of the shares vested on each of February 22, 2007, 2008 and 2009. In accordance with the 2006 Stock-Based Incentive Compensation Plan, on each of the respective vesting dates, Messrs. Barber and Jones and Ms. Magee returned to the Company, as payment for the related employee withholding taxes, on the vesting dates: 5,670 shares, 4,383 shares and 5,702 shares, respectively, in 2007; 4,449 shares, 4,511 shares and 4,476 shares, respectively, in 2008; and 4,880 shares, 5,035 shares and 4,969 shares, respectively, in 2009.
- (11) Includes the June 1, 2009 restricted stock grant of 2,644 shares, which vest over a three year period and are subject to certain restrictions, as described in the recipient’s Restricted Stock Grant Award Letter.

## SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

The rules of the SEC require the Company to disclose late filings of stock transaction reports by its executive officers and directors and by certain beneficial owners of the Company's common stock. Based on our records and other information, we believe that each of our executive officers, directors and certain beneficial owners of the Company's common stock complied with all Section 16(a) filing requirements applicable to them during 2009 on a timely basis, except for two late Form 4's filed by Mr. Bruckmann reporting a total of two transactions that occurred on December 8, 2008 and one transaction that occurred on May 21, 2009. The reports (Forms 3, 4 and 5) filed under Section 16(a) of the Exchange Act reflecting transactions in Company securities are posted on our Internet website by the end of the business day after the report's filing.

### AUDIT COMMITTEE REPORT

*The information contained in this report shall not be deemed to be "soliciting material" or "filed" for purposes of Section 18 of the Exchange Act or otherwise subject to liability under that Section. This report shall not be deemed "incorporated by reference" into any document filed under the Securities Act of 1933, as amended, or the Exchange Act, whether such filing occurs before or after the date hereof, regardless of any general incorporation language in such filings, except to the extent that the Company specifically incorporates it by reference.*

The Audit Committee assists the Board in meeting its oversight responsibility to stockholders, potential stockholders, the investment community and others. The Audit Committee's function is one of oversight, recognizing that management is responsible for preparing the Company's financial statements, and the independent registered public accounting firm is responsible for auditing those statements. Management of the Company is responsible for (1) the preparation, presentation, and integrity of the Company's financial statements; (2) the appropriateness of the accounting principles and reporting policies that are used by the Company; (3) establishing and maintaining adequate internal control over financial reporting, as such term is defined in the Exchange Act; and (4) maintaining adequate disclosure controls and procedures, as such term is defined by the Exchange Act. The Company's independent registered public accounting firm is responsible for (1) auditing the Company's annual consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States) and expressing an opinion on the conformity of those consolidated financial statements with accounting principles generally accepted in the United States of America ("GAAP"); (2) auditing and attesting to the Company's internal control over financial reporting based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (the "COSO criteria"); and (3) reviewing the Company's unaudited interim condensed consolidated financial statements. The Audit Committee's primary responsibility is to oversee the Company's financial reporting process on behalf of the Board and report the results of its activities to the Board. It is not the Audit Committee's duty or responsibility to conduct auditing or accounting reviews or procedures. In performing its oversight function, the Audit Committee relies, without independent verification, on the information provided to it and on the representations made by management and the Company's independent registered public accounting firm. The Audit Committee will however take the appropriate actions to set the overall corporate "tone" for quality financial reporting, sound business risk practices, and ethical behavior.

The Audit Committee is directly responsible for the selection of the independent registered public accounting firm to be retained to audit the Company's consolidated financial statements and internal control over financial reporting, and once retained, the independent registered public accounting firm reports directly to the Audit Committee. The independent registered public accounting firm is ultimately accountable to the Audit Committee and the Board. The Audit Committee consults with and reviews recommendations made by the independent registered public accounting firm with respect to the Company's consolidated financial statements and related disclosures and internal control over financial reporting of the Company and makes recommendations to the Board as it deems appropriate from time to time. The Audit Committee is responsible for approving both audit and non-audit services to be provided by the independent registered public accounting firm. The Audit Committee is currently composed of three directors, all three of whom the Board has determined to be independent as that term is defined by applicable NASDAQ listing standards and SEC rules. The Board has determined, in accordance with applicable NASDAQ listing standards, that Mr. Alessi is an audit committee financial expert, as defined in

[Table of Contents](#)

Item 407(d)(5) of Regulation S-K of the Exchange Act. The Audit Committee operates under a written charter adopted by the Board, which is available on the Company's Internet website at [www.he-equipment.com](http://www.he-equipment.com).

The Audit Committee meets with management periodically to consider the adequacy of the Company's internal controls, and discusses these matters with the Company's independent registered public accounting firm. The Audit Committee also discusses with senior management the Company's disclosure controls and procedures. The Audit Committee's oversight of the independent registered public accounting firm includes resolution of disagreements between management and the independent registered public accounting firm regarding financial reporting.

In fulfilling its oversight responsibilities, the Audit Committee reviewed and discussed the Company's quarterly earnings releases, Quarterly Reports on Form 10-Q for the periods ended March 31, 2009, June 30, 2009 and September 30, 2009, and the audited consolidated financial statements in the Annual Report on Form 10-K for the year ended December 31, 2009 with management and the Company's independent registered public accounting firm, which included a discussion of the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments and the clarity of disclosures in the consolidated financial statements.

The Audit Committee also discussed with management and the independent registered public accounting firm the Company's internal control over financial reporting. In addition, the Audit Committee discussed with the Company's independent registered public accounting firm the matters required to be discussed by Statement on Auditing Standards No. 61, as amended by the Auditing Standards Board of the American Institute of Certified Public Accountants and as adopted by the Public Company Accounting Oversight Board in Rule 3200T, SEC Rule 2-07 and such other matters as are required to be discussed under auditing standards generally accepted in the United States of America. The Audit Committee received the written disclosures and the letter from the Company's independent registered public accounting firm required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered public accounting firm's communications with the Audit Committee concerning independence. In addition, the Audit Committee discussed with the independent registered public accounting firm its independence, including the compatibility of any non-audit services with the independent registered public accounting firm's independence.

The Audit Committee discussed with the Company's independent registered public accounting firm the overall scope and plans for its 2010 audit. The Audit Committee met with the independent registered public accounting firm, with and without management present, to discuss the year 2009 results of its consolidated financial statement audit, its audit of the Company's internal controls over financial reporting and the overall quality of the Company's financial reporting. Both the Director of Internal Audit and the independent registered public accounting firm have direct access to the Audit Committee at any time on any issue of their choosing, and the Audit Committee has the same direct access to the Director of Internal Audit and the independent registered public accounting firm, with and without management present, to discuss the results of their examinations, their evaluations of our internal controls, and the overall quality of our financial reporting.

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements for the year ended December 31, 2009 be included in the 2009 Annual Report on Form 10-K for filing with the SEC.

The Audit Committee has appointed the firm of BDO Seidman, LLP as independent registered public accounting firm to audit and report upon the Company's consolidated financial statements and internal control over financial reporting for the year ending December 31, 2010. In making this selection, the Audit Committee has considered whether BDO Seidman, LLP's provision of services other than audit services is compatible with maintaining their independence.

***AUDIT COMMITTEE***

Keith E. Alessi, Chairman  
Lawrence C. Karlson  
John T. Sawyer

## ITEM 2 — RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee has appointed BDO Seidman, LLP as the independent registered public accounting firm to audit the Company's consolidated financial statements for the year ending December 31, 2010 and internal control over financial reporting. Although action by the stockholders on this matter is not required under Delaware law or the Sarbanes-Oxley Act of 2002, as amended, or the rules of the SEC promulgated thereunder, the Audit Committee and the Board of Directors believe it is appropriate to seek stockholder ratification of this appointment in light of the role played by the independent registered public accounting firm in reporting on the Company's consolidated financial statements. Ratification requires the affirmative vote of a majority of eligible shares present at the Annual Meeting, in person or by proxy, and voting thereon. If this appointment is not ratified by the stockholders, the Audit Committee may reconsider its appointment. One or more representatives of BDO Seidman, LLP are expected to attend the Annual Meeting. They will have an opportunity to make a statement if they desire to do so and will be available to respond to appropriate questions.

**The Board of Directors recommends a vote FOR ratification of the appointment of BDO Seidman, LLP as the Company's independent registered public accounting firm for the year ending December 31, 2010.**

### Principal Accountant Fees and Services

The aggregate fees billed by our independent registered public accounting firm for professional services rendered in connection with (i) the audit of our consolidated financial statements as set forth in our Annual Report on Form 10-K for the years ended December 31, 2009 and 2008, (ii) the review of our quarterly consolidated financial statements as set forth in our Quarterly Reports on Form 10-Q for each of our quarters during 2009 and 2008, and (iii) the 2009 and 2008 audit of our internal control over financial reporting with the objective of obtaining reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects, as well as any fees paid to our independent registered public accounting firm for audit-related work, tax compliance, tax planning and other consulting services are set forth in the table below:

	2009	2008
Audit Fees(1)	\$ 690,000	\$ 715,000
Audit-Related Fees	—	—
Tax Fees	—	—
All Other Fees	—	—
	<u>\$ 690,000</u>	<u>\$ 715,000</u>

(1) Represents fees for professional services provided in connection with the audits of our annual consolidated financial statements; the audit of our internal control over financial reporting and the reviews of our quarterly consolidated financial statements; consultations on accounting matters that arose during the audit and audit services provided in connection with other statutory or regulatory filings.

The Audit Committee did not engage BDO Seidman, LLP in 2009 or 2008 to provide any non-audit services, including services in connection with any tax compliance or tax planning matters, or other matters, such as matters related to financial information systems design and implementation.

### Pre-approval of services

All audit and permissible non-audit services provided by the Company's independent registered public accounting firm, BDO Seidman, LLP, require pre-approval by the Audit Committee in accordance with the Audit Committee Charter. The Company's Audit Committee approves the independent registered public accounting firm's engagement prior to the independent registered public accounting firm rendering any non-audit services. The Audit Committee charter is reviewed on an annual basis by the Audit Committee and is subject to amendment from time to time. The Audit Committee pre-approved 100% of the 2009 and 2008 fees.

## COMPENSATION COMMITTEE REPORT

*The information contained in this report shall not be deemed to be “soliciting material” or “filed” for purposes of Section 18 of the Exchange Act or otherwise subject to liability under that Section. This report shall not be deemed “incorporated by reference” into any document filed under the Securities Act of 1933, as amended, or the Exchange Act, whether such filing occurs before or after the date hereof, regardless of any general incorporation language in such filings, except to the extent that the Company specifically incorporates it by reference.*

The Compensation Committee of the Company has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K of the Exchange Act with management and, based on such review and discussion, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in the Company’s Proxy Statement for the 2010 Annual Meeting.

### COMPENSATION COMMITTEE

Paul N. Arnold, Chairman  
Keith E. Alessi  
Lawrence C. Karlson

## COMPENSATION DISCUSSION AND ANALYSIS

### Introduction

This Compensation Discussion and Analysis (“CD&A”) provides an overview of the Company’s executive compensation program together with a description of the material factors underlying the decisions which resulted in the compensation provided to the Company’s Chief Executive Officer (“CEO”), Chief Operating Officer (“COO”), Chief Financial Officer (“CFO”) and certain other executive officers (collectively, the named executive officers (“NEOs”)) for 2009 (as presented in the tables which follow this CD&A).

### Compensation Committee

The Compensation Committee (the “Committee”) of the Board of Directors is composed of three non-employee directors, all of whom are independent directors under the NASDAQ listing standards and the SEC rules. The Committee has responsibility for determining and implementing the Company’s philosophy with respect to executive compensation. Accordingly, the Committee has overall responsibility for approving and evaluating the various components of the Company’s executive compensation program. The Committee meets at least twice per year (and more often as necessary) to discuss and review the compensation of the NEOs. The Committee annually reviews and approves the compensation of the CEO. The Committee also reviews and approves the compensation of the other NEOs after considering the recommendations of management. In establishing and reviewing compensation for the NEOs, the Committee considers, among other things, the financial results of the Company, recommendations of management and compensation data for comparable equipment companies.

In 2009, the Committee retained Axiom Consulting Partners (“Axiom”), an independent compensation consultant, to provide a CEO competitive pay assessment as an update to the executive pay analysis for the Company’s CEO, COO and CFO compensation that Axiom previously provided to the Committee in 2008. The consultant’s report (the “Report”) provided competitive market data for a peer group of companies identified in the Report (see “Setting Executive Compensation” below). Although the entire Report was not updated in 2009, the Committee took the Report into account, in a general sense, as one of the various considerations in setting 2009 compensation for the CEO, COO and CFO.

The Committee operates under a written charter adopted by the Board of Directors of the Company on February 16, 2010. A copy of this charter is available on our Internet website under the Investors/Corporate Governance tab at [www.he-equipment.com](http://www.he-equipment.com).

## **Executive Compensation Philosophy and Objectives**

The Committee's goals in structuring the Company's compensation program for its NEOs are to:

- provide incentives to achieve Company financial objectives;
- provide long-term incentives for the executive officers; and
- set compensation levels sufficiently competitive to attract and retain high quality executives and to motivate them to contribute to the Company's success.

The Committee has determined that to achieve these objectives, the Company's executive compensation program should reward both individual and Company short-term and long-term performance. To this end, the Committee believes that executive compensation packages provided by the Company to its executive officers, including its NEOs, should generally include both cash and stock-based compensation. However, the Committee does not rely on any policy or formula in determining the appropriate mix of cash and equity compensation, nor does it rely on any policy or formula in allocating long-term compensation to different forms of awards.

## **Setting Executive Compensation**

In making compensation decisions, the Committee considers the recommendations of management. The Committee also considers corporate performance, the collective performance of the executive management team, an executive's level of experience and responsibility, an executive's current compensation level and historical compensation practices. In addition, at times the Committee reviews market data for comparable equipment companies to get a general sense of executive compensation at the Company's competitors.

In determining compensation for the CEO, COO and CFO, the Committee also took into account, in a general sense, the Report, which both provided compensation data for the Company's industry in general and for the following 13 equipment companies: AAR Corp., Ahern Rentals, Inc., CE Franklin Ltd., Finning International Inc., GATX Corporation, Kaman Corporation, Neff Corp., RSC Holdings Inc., ShawCor Ltd., Titan Machinery Inc., Toromont Industries Ltd., United Rentals, Inc. and Wajax Ltd. (these companies are referred to elsewhere in this CD&A as the "Report peer group companies"). The Report relied upon the Mercer 2007 Executive Compensation Survey, the Wyatt<sup>2007/2008</sup> Survey Report on Top Management Compensation and the update on CEO compensation reflected updated surveys from Mercer, Watson Wyatt and ERI for industry data. The Report confirmed that the base salaries of the CEO, COO and CFO were below general industry norms and base salaries at the Report peer group companies. The Committee determined that it would seek over time to make the compensation of the CEO, COO and CFO more competitive. The Committee did not use this data, and does not attempt, to establish or maintain a specific percentile with respect to peer group companies in determining compensation for the CEO, COO and/or CFO. However, the Committee does periodically review information regarding compensation trends and levels from a variety of sources in making compensation decisions.

## **Committee Processes; Role of Executives in Setting Compensation**

A complete description of the Committee's processes and the role of executives in setting compensation can be found earlier in this Proxy Statement in the section entitled "Corporate Governance — Committees of the Board of Directors — Compensation Committee."

## **2009 Executive Compensation Components**

The Company's executive compensation program is composed of three principal components:

- base salary;
- cash bonuses; and
- long-term incentives, consisting of equity awards.

In making decisions with respect to any element of an NEO's compensation, the Committee considers the total current compensation that such NEO may be awarded and any previously granted unvested equity awards. The

Committee's goal is to award compensation that is reasonable in relation to the Company's compensation philosophy and objectives when all elements of potential compensation are considered.

None of the NEOs currently have employment contracts or had employment contracts in effect during 2009. The Company generally does not employ senior executives pursuant to employment agreements.

### **Base Salaries**

*In General.* The Company provides NEOs with base salaries as a component of total compensation to compensate them for services rendered during the fiscal year. In determining base salaries, the Committee takes into account base salaries paid by comparable equipment companies, as well as other factors, including:

- historical information regarding compensation previously paid to NEOs;
- the individual executive's experience and level of responsibility; and
- the performance of the Company and the executive management team.

The Committee uses peer group data in a general sense to gauge the range of base salary levels of executive officers of such peer group companies in order to confirm the reasonableness of the base salaries of the Company's CEO, COO and CFO. The Report, which provided competitive market data for the Report peer group companies, confirmed that the base salaries of the CEO, COO and CFO were below general industry norms and base salaries at the Report peer group companies.

In the absence of a promotion or special circumstances, the Committee reviews and approves executive salaries once annually.

*Consideration of 2009 Base Salaries.* Based on their individual experience, level of responsibility and performance as part of the Company's senior management team, the recommendations of management and other factors discussed above, the Committee approved 2009 base salaries as follows: Mr. Engquist — \$700,000; Mr. Barber — \$375,000; Ms. Magee — \$325,000; Mr. Jones - \$200,000; and Mr. Fox — \$175,000. The base salaries for Mr. Engquist, Mr. Barber and Ms. Magee were increased from 2008 base salaries, while Mr. Jones' base salary was not increased and Mr. Fox's base salary was reduced. In increasing the base salary amounts for Mr. Engquist, Mr. Barber and Ms. Magee from 2008 levels the Committee took into account the Report in a general sense, the Company's solid financial results in 2008 in the face of challenging economic conditions, as well as measures undertaken by management in anticipation of a continuing weak business environment. The Committee credited executive management collectively in helping the Company achieve these results, rather than identifying any individual performance metrics. While the Report indicated that the base salaries for the CEO, COO and CFO were below general industry norms and base salaries at the Report peer group companies, the Committee felt that the base salaries for the CEO, COO and CFO should not be set at either the low end or the high end of base salaries for similarly situated executives. In approving base salaries for the other NEOs, the Committee relied upon executive management's recommendations.

### **Annual Bonuses**

*In General.* Annual cash bonuses are included as part of the executive compensation program because the Committee believes that a significant portion of each NEO's compensation should be contingent on the annual performance of the Company, as well as the collective performance of the executive management team. The Committee believes that this structure is appropriate because it aligns the interests of management and stockholders by rewarding executives for strong annual performance by the Company.

The CEO, COO and CFO are eligible for an annual bonus payable at the discretion of the Committee. In determining bonuses, the Committee typically takes into account bonus guidelines that are determined by the Committee in consultation with the CEO and other members of management. The guidelines are based on the Company's achievement of financial targets. The Committee reviews and approves these guidelines after discussion and in consultation with the CEO. Actual bonus amounts may differ from those provided under the guidelines since the Committee and CEO retain full discretion in determining bonuses. The other NEOs, Messrs. Fox and Jones, are also generally eligible for annual bonuses at the discretion of the Committee, the CEO and the COO.

After the close of a fiscal year, the Committee generally determines and approves the amount of the annual bonus earned by each NEO. A portion of the bonus is typically paid in February or March following the fiscal year to which the annual bonus relates, while the remainder is deferred. The deferred portion is paid in two equal annual installments over the next two years and accrues interest at the Prime rate, which is reset annually each January 1st to the rate then in effect. There is no provision for the adjustment or recovery of a bonus paid to an NEO if the results in a previous year are subsequently restated or adjusted in a manner that would have originally resulted in a smaller or larger bonus.

*Consideration of 2009 Annual Bonus.* In light of the unpredictable economic conditions in 2008 and 2009, the Committee did not adopt bonus guidelines for fiscal year 2009. At the end of 2009 the CEO recommended to the Committee that notwithstanding the performance of the executive management team in 2009, no bonuses should be awarded to executive officers for the 2009 fiscal year. Consequently, in light of the economic challenges facing the Company and the CEO's recommendation, the Committee did not award an annual bonus to any of the NEOs in respect of 2009.

### **Long-Term Incentives**

*In General.* The Committee believes that NEOs should be compensated in part with equity interests in the Company in order to more closely align the long-term interests of stockholders and executives. The Committee also believes that equity awards are an important means of attracting and retaining qualified executives. Accordingly, the Committee provides long-term incentives by means of periodic grants of stock awards under the Company's 2006 Stock-Based Incentive Compensation Plan (the "Incentive Plan"). Stock awards available under the Incentive Plan include restricted stock, stock options and deferred stock.

The Committee determines the size of long-term incentive awards in its discretion and based on a determined percentage of each NEO's base salary, and makes awards that have a fair market value on the date of grant that approximates such dollar amount. Below are guidelines the Committee used for maximum possible stock option and restricted stock grants in 2009, each with a three-year vesting schedule:

<b>Recipient</b>		
CEO	Stock options with the fair value of up to a maximum of 125% base salary	Shares of restricted stock with the fair value of up to a maximum of 47.5% base salary
COO	Stock options with the fair value of up to a maximum of 100% base salary	Shares of restricted stock with the fair value of up to a maximum of 38% base salary
CFO	Stock options with the fair value of up to a maximum of 100% base salary	Shares of restricted stock with the fair value of up to a maximum of 38% base salary
Other members of management	Stock options with the fair value of up to a maximum of 50% base salary	Shares of restricted stock with the fair value of up to a maximum of 19% base salary

All grants of equity compensation to NEOs are made by the Committee. Whether grants are made and the type and size of any grants are based upon Company performance, performance of the executive management team, position held, years of service, level of experience and potential of future contribution to the Company's success, as well as the guidelines discussed above. The Committee may also consider long-term incentive grants previously awarded to the NEOs, long-term incentive grants given to other executive officers throughout the Company's history and grant practices at comparable equipment companies.

*2009 Equity Grants.* On June 1, 2009, in connection with awards made to Company management under the Incentive Plan, the Committee approved grants of restricted stock as follows: Mr. Engquist — 45,317 shares; Mr. Barber — 10,763 shares; Ms. Magee — 9,328 shares; Mr. Jones — 4,532 shares; and Mr. Fox — 2,644 shares. When awarding grants to the CEO, COO and CFO the Committee considered a variety of factors, such as the overall performance of the Company and the performance of the executive management team, as well as the Report in a general sense. The Committee felt that equity incentive awards are an important and desirable component of executive compensation in order to more closely align the long-term interests of stockholders and executives. When awarding grants to the NEOs other than the CEO, the Committee also considered the CEO's recommendations. The Committee determined to increase the long-term component of Mr. Engquist's compensation after considering that the Report indicated that the CEO's long-term incentive compensation was below general industry norms and the

Report peer group, and further that Mr. Engquist does not have a pension, retirement plan or an employment agreement.

The Committee determined the size of the long-term incentive awards based on a percentage of each NEO's base salary, which percentage was subject to the applicable maximums used by the Committee, and awarded shares of restricted stock that had a fair market value on the date of grant that approximated such amount. The Committee made a restricted stock grant award to Mr. Engquist with a fair market value of approximately \$300,000, which is approximately 43% of the CEO's base salary (the maximum allowable grant was 47.5%). The Committee determined to make a restricted stock grant to each of the COO and CFO that would be approximately 19% of their respective base salaries (the maximum allowable grants were 38%). The awards for Messrs. Jones and Fox approximated 15% and 10% of their respective base salaries (the maximum allowable grants were 19%).

Each of these awards vests in equal annual installments on the first, second and third anniversaries of the date of grant, conditioned on the executive's continued employment with the Company on the applicable vesting date. The Committee believes that this vesting schedule serves to motivate and retain the recipients, providing continuing benefits to the Company beyond those achieved in the year of grant. Each of the awards granted to Messrs. Engquist and Barber, Ms. Magee and Mr. Jones will also vest in full upon a change in control of the Company, as described in more detail below in the section entitled "Potential Payments Upon Termination or Change in Control." Under the terms of these awards, in the event that an NEO's employment with the Company is terminated for any reason, such NEO will forfeit all of his or her unvested shares of restricted stock. In addition, in the event that an NEO's employment with the Company is terminated for cause, such NEO will forfeit all of his or her vested and unvested shares of restricted stock.

The Company has no formal program, plan or practice to time option grants to its executives in coordination with the release of material non-public information.

*Stock Ownership/Retention Guidelines.* The Company does not require its NEOs to maintain a minimum ownership interest in the Company.

#### **Other Compensation and Perquisite Benefits**

In addition to the principal categories of compensation described above, the Company provides its NEOs with coverage under its broad-based health and welfare benefit plans, including medical, dental, disability and life insurance. The Company also sponsors a 401(k) plan. The 401(k) plan is a tax-qualified retirement savings plan pursuant to which all employees, including the NEOs, are able to contribute to the 401(k) plan up to the limit prescribed by the Internal Revenue Code on a before-tax basis. The Company makes a matching contribution of 50% of the first 4% of pay contributed by the employee to the 401(k) plan. Annual salary subject to the Company match is capped at a maximum amount prescribed by the IRS each year. All contributions made by a participant vest immediately and matching contributions made by the Company vest over the employee's first five years of eligible service, in annual increments of 25% beginning after the employee has completed two years of eligible service. These benefits are not tied to any individual or corporate performance objectives and are intended to be part of an overall competitive compensation program.

The NEOs are not generally entitled to benefits that are not otherwise available to all of our employees. In this regard it should be noted that the Company does not provide pension arrangements (other than the 401(k) Plan), post-retirement health coverage or similar benefits for its executives. However, the NEOs are entitled to long-term disability benefits, annual automobile allowances and other automobile allowances, such as fuel costs, which are noted in the "All Other Compensation" column in the Summary Compensation Table shown on page 27 below. During the 2009 and 2008 fiscal years, Mr. Engquist did not receive any automobile allowances. Instead, Mr. Engquist was given use of an automobile purchased by the Company in 2007. The Company also provides Mr. Engquist with certain automobile benefits, such as fuel and maintenance costs, in connection with his use of this automobile. The Company also pays club membership dues for Messrs. Engquist and Fox. The Company and the Committee believe that the benefits described above are consistent with the goal of attracting and retaining superior executive talent.

***Tax and Accounting Implications***

*Deductibility of Certain Compensation*

Section 162(m) of the Internal Revenue Code limits the deductions that may be claimed by a public company for compensation paid to certain individuals to \$1,000,000 except to the extent that any excess compensation is “performance-based compensation.” None of the compensation paid to the NEOs for 2009 was considered performance-based under Section 162(m) and therefore, all such compensation is subject to the \$1,000,000 limit. The Committee intends to maintain flexibility to pay compensation that is not entirely deductible when the best interests of the Company make that advisable. In approving the amount and form of compensation for the NEOs, the Committee will continue to consider all elements of the cost to the Company of providing such compensation, including the potential impact of Section 162(m).

*Section 409A*

Section 409A of the Internal Revenue Code imposes a penalty tax on “nonqualified deferred compensation” that fails to satisfy the requirements of the statute with respect to the timing of deferral elections, timing of payments and certain other matters. Accordingly, as a general matter, the Company attempts to structure its compensation and benefit plans and arrangements for all of its employees, including the NEOs, so that they are either exempt from, or satisfy the requirements of, Section 409A.

*Accounting Implications*

The Committee considers the potential accounting impact in connection with equity compensation matters; however, these considerations do not significantly affect decisions on grants of equity compensation.

**COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION**

None of the Company’s executives serve as a member of the board of directors or compensation committee of an entity that has an executive officer serving as a member of the Company’s Compensation Committee. Messrs. Alessi, Arnold and Karlson currently serve on the Compensation Committee. No member of the Compensation Committee is a former or current executive officer or employee of the Company or any of its subsidiaries.

**SUMMARY COMPENSATION TABLE**

The table below summarizes the total compensation paid or earned by each of our NEOs for the fiscal years ended December 31, 2009, 2008 and 2007.

Name and Principal Position	Year	Salary \$(1)	Bonus \$(2)	Stock Awards \$(3)	Changes in Pension	All Other Compensation \$(5)	Total \$(6)
					Value and Nonqualified Deferred Compensation Earnings \$(4)		
John M. Engquist	2009	696,154	—	299,999	—	21,633	1,017,786
Chief Executive Officer, President and Director	2008	600,000	387,759	99,754	1,197	22,890	1,111,600
	2007	600,000	768,832	—	7,304	21,263	1,397,399
Leslie S. Magee	2009	322,115	—	61,751	—	16,990	400,856
Chief Financial Officer and Secretary	2008	248,462	146,853	47,503	426	18,513	461,757
	2007	210,000	249,473	—	2,337	16,444	478,254
Bradley W. Barber	2009	372,115	—	71,251	—	18,087	461,453
Executive Vice President and General Mgr.	2008	318,138	176,223	56,999	508	20,853	572,721
	2007	240,000	285,112	—	2,629	19,431	547,172
John D. Jones	2009	200,000	—	30,002	—	16,148	246,150
Vice President Product Support	2008	200,000	75,000	30,000	153	16,510	321,663
	2007	200,000	150,000	—	1,622	16,746	368,368
William W. Fox	2009	181,861	—	17,503	—	20,427	219,791
Vice President Cranes and Earthmoving	2008	234,465	75,000	—	—	23,042	332,507
	2007	234,465	88,500	—	—	21,468	344,433

(1) Amounts represent base salaries for the NEOs. The amount reported for Mr. Barber for 2008 also includes \$20,445 of additional paid compensation pursuant to the Company's paid time off policy. Specifically, an employee may request, with certain restrictions, payment of paid time off hours earned in lieu of actually taking the hours off.

(2) The payout structure of the 2008 bonus amounts for Mr. Engquist, Ms. Magee, and Mr. Barber is as follows: (a) approximately 69% was paid in cash during the first quarter of 2009; and (b) the remaining 31% was deferred. The deferred portion is to be paid annually over two years in equal 50% installments beginning in 2010. The deferred portion of the bonus earns interest at the Prime interest rate in effect at January 1 of the current year and interest earned is paid at the time of the respective payments of the deferred amounts. The first 50% installment, together with accrued interest on the deferred amount, was paid in cash in the first quarter of 2010. Mr. Jones' and Mr. Fox's bonus amounts were paid 100% in cash during the first quarter of 2009.

The payout structure of the 2007 bonus amounts for Mr. Engquist, Ms. Magee, Mr. Barber and Mr. Jones is as follows:

(a) approximately 66% was paid in cash during the first quarter of 2008; and (b) the remaining 34% was deferred. The deferred portion is to be paid annually over two years in equal 50% installments, the first of which plus accrued interest was paid in 2009. The deferred portion of the bonus earns interest at the Prime interest rate in effect at January 1 of the current year and interest earned is paid at the time of the respective payments of the deferred amounts. The first 50% installment, together with accrued interest on the deferred amount, was paid in cash in the first quarter of 2009 and the second 50% installment, together with accrued interest on the deferred amount, was paid in cash in the first quarter of 2010. Mr. Fox's bonus amount was paid in cash during the first quarter of 2008.

The Prime interest rate in effect at January 1, 2008, 2009 and 2010 was 7.25%, 3.25% and 3.25%, respectively.

(3) Amounts shown represent the grant date fair value of restricted common stock granted in fiscal 2009 under the Company's 2006 Stock-Based Incentive Compensation Plan. Pursuant to SEC rules adopted in late 2009, the amounts in the "Stock Awards" column for 2008 has been revised from the Company's prior proxy statement to reflect the aggregate grant date fair value computed in accordance with Accounting Standards Codification Topic 718 ("ASC 718") (formerly Statement of Financial Accounting Standards No. 123(R), *Share-Based Payment*). The "Total" column has been updated accordingly. No column is presented above for Option Awards as no options were granted to the NEOs during 2007, 2008 or 2009.

[Table of Contents](#)

- (4) The amounts reported for each of the NEOs represent the earnings on non-qualified deferred compensation in excess of approximately 5.35%, 120% of the applicable federal long-term rate, based on annual compounding. With respect to bonus amounts deferred for fiscal year 2007, each NEO earned interest at the rate of 7.25% and 3.25% in 2008 and 2009, respectively. With respect to bonus amounts deferred for fiscal year 2008, each NEO earned interest at the rate of 3.25 in 2009 and will earn interest at the rate of 3.25% in 2010.
- (5) The amounts reported for each of the NEO in “All Other Compensation” are shown below:

Name	Year	Perquisites and Other Personal Benefits (\$(a))	Insurance Premiums (\$(b))	Company Contributions to 401(k) Plan (\$)	Total (\$)
John M. Engquist	2009	18,711	693	2,229	21,633
	2008	19,968	693	2,229	22,890
	2007	18,341	693	2,229	21,263
Leslie S. Magee	2009	11,797	693	4,500	16,990
	2008	12,284	693	5,536	18,513
	2007	11,709	693	4,042	16,444
Bradley W. Barber	2009	12,894	693	4,500	18,087
	2008	15,537	693	4,623	20,853
	2007	14,238	693	4,500	19,431
John D. Jones	2009	10,955	693	4,500	16,148
	2008	11,869	693	3,948	16,510
	2007	12,151	693	3,902	16,746
William W. Fox	2009	15,253	674	4,500	20,427
	2008	18,893	693	3,456	23,042
	2007	17,277	693	3,498	21,468

- (a) Amounts shown in this column include the following for each NEO:

Name	Year	Company Provided Automobile (\$(c))	Automobile Allowance (\$)	Other Automobile Benefits (\$)	Club Dues (\$)	Total Perquisites and Other Personal Benefits (\$)
John M. Engquist	2009	8,600	—	3,003	7,108	18,711
	2008	8,600	—	3,812	7,556	19,968
	2007	8,600	—	2,439	7,302	18,341
Leslie S. Magee	2009	—	9,000	2,797	—	11,797
	2008	—	9,000	3,284	—	12,284
	2007	—	9,000	2,709	—	11,709
Bradley W. Barber	2009	—	9,000	3,894	—	12,894
	2008	—	9,000	6,537	—	15,537
	2007	—	9,000	5,238	—	14,238
John D. Jones	2009	—	9,000	1,955	—	10,955
	2008	—	9,000	2,869	—	11,869
	2007	—	9,000	3,151	—	12,151
William W. Fox	2009	—	9,000	4,002	2,251	15,253
	2008	—	9,000	5,357	4,536	18,893
	2007	—	9,000	4,923	3,354	17,277

- (b) Includes payments by the Company on behalf of the NEOs of long-term disability insurance premiums.
- (c) The value of Mr. Engquist’s Company-provided automobile is calculated based on 100% of the annual lease value of the automobile.

**2009 GRANTS OF PLAN-BASED AWARDS TABLE**

The table below sets forth information regarding grants of plan-based awards made to each of the NEOs during 2009.

Name	Grant Date	All Other Stock	Grant Date Fair
		Awards: Number of Shares of Stock (#)(1)	Value of Stock Awards \$(2)
John M. Engquist	6/01/09	45,317	299,998
Leslie S. Magee	6/01/09	9,328	61,751
Bradley W. Barber	6/01/09	10,763	71,251
John D. Jones	6/01/09	4,532	30,002
William W. Fox	6/01/09	2,644	17,503

- (1) Represents shares of restricted stock granted on June 1, 2009 under the Incentive Plan. One-third of the shares subject to the awards will vest on each of June 1, 2010, June 1, 2011, and June 1, 2012, conditioned on the NEO's continued employment with the Company through the applicable vesting date.
- (2) Dollar values are based on the closing price of the Company's common stock on the grant date of \$6.62 per share.

**OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END 2009 TABLE**

The table below sets forth the number of securities underlying outstanding plan awards for each NEO as of December 31, 2009.

Name	Number of Shares or Units of	Market Value of Shares or Units of
	Stock That Have Not Vested (#)	Stock That Have Not Vested \$(1)
John M. Engquist	5,533(2)	58,097
	45,317(3)	475,829
Leslie S. Magee	2,635(2)	27,668
	9,328(3)	97,944
Bradley W. Barber	3,161(2)	33,191
	10,763(3)	113,012
John D. Jones	1,664(2)	17,472
	4,532(3)	47,586
William W. Fox	2,644(3)	27,762

- (1) Dollar values are based on the closing price of the Company's common stock on December 31, 2009, or \$10.50 per share.
- (2) Represents restricted stock grants made on June 30, 2008 under the Incentive Plan. The number of shares that will vest based on each NEO's continued employment and the applicable vesting dates are reported in the supplemental table below.

[Table of Contents](#)

(3) Represents restricted stock grants made on June 1, 2009 under the Incentive Plan. The number of shares that will vest based on each NEO's continued employment and the applicable vesting dates are reported in the supplemental table below.

**Supplemental Vesting Table**

Name	Grant Date	Vesting Date	Number of Shares
			Vesting (#)
John M. Engquist	6/30/08	6/30/10	2,766
		6/30/11	2,767
	6/01/09	6/01/10	15,105
		6/01/11	15,106
		6/01/12	15,106
Leslie S. Magee	6/30/08	6/30/10	1,317
		6/30/11	1,318
	6/01/09	6/01/10	3,109
		6/01/11	3,109
		6/01/12	3,110
Bradley W. Barber	6/30/08	6/30/10	1,581
		6/30/11	1,580
	6/01/09	6/01/10	3,587
		6/01/11	3,588
		6/01/12	3,588
John D. Jones	6/30/08	6/30/10	832
		6/30/11	832
	6/01/09	6/01/10	1,510
		6/01/11	1,511
		6/01/12	1,511
William W. Fox	6/01/09	6/01/10	881
		6/01/11	881
		6/01/12	882

**2009 OPTION EXERCISES AND STOCK VESTED**

Name	Stock Awards	
	Number of Shares	Value Realized
	Acquired on Vesting (#)	on Vesting (\$)
John M. Engquist	2,766(1)	25,862
Leslie S. Magee	13,550(2)	77,913
Bradley W. Barber	1,317(1)	12,314
	13,550(2)	77,913
John D. Jones	1,581(1)	14,782
	13,550(2)	77,913
William W. Fox	832(1)	7,779
William W. Fox	—	—

(1) Represents a restricted stock grant on June 30, 2008 to each of Mr. Engquist (8,299 shares), Ms. Magee (3,952 shares) and Messrs. Barber (4,742 shares) and Jones (2,496 shares) under the Incentive Plan. One-third of the shares subject to each grant vested on June 30, 2009. Dollar values are based on the closing price of the Company's common stock on June 30, 2009 (the vesting date) of \$9.35 per share.

(2) Represents a restricted stock grant of 40,650 shares made on February 22, 2006 to each of Ms. Magee and Messrs. Barber and Jones under the Incentive Plan. One-third of the shares subject to each grant vested on February 22, 2007, February 22, 2008 and February 22, 2009. Dollar values are based on the closing price of the Company's common stock on February 20, 2009 (the most recent trading date prior to the vesting date of February 22, 2009, which occurred on a non-trading day) of \$5.75 per share

**2009 NONQUALIFIED DEFERRED COMPENSATION TABLE**

The table below sets forth, for each of our NEOs, information regarding his or her deferred compensation in 2009.

Name	Executive Contributions in Last Fiscal Year (S)	Aggregate Earnings in Last Fiscal Year (S)(1)	Aggregate Withdrawals/ Distributions (S)	Aggregate Balance at Last Fiscal Year-End (S)
John M. Engquist	—	9,478	297,257	272,981
Leslie S. Magee	—	3,310	96,342	96,047
Bradley W. Barber	—	3,863	109,192	112,415
John D. Jones	—	1,128	62,825	29,854
William W. Fox	—	—	—	—

(1) Amounts deferred related to the 2007 and 2008 fiscal year bonuses earned interest at the Prime interest rate in effect on January 1, 2008 and 2009 (7.25% and 3.25%, respectively). The Prime interest rate in effect at January 1, 2010 was 3.25%.

**Narrative Description Regarding Nonqualified Deferred Compensation**

The amounts in the table above represent the portion of each NEO's bonus that was deferred under our bonus plan (including interest earned thereon). Deferred amounts are paid annually over two years, conditioned on the executive's continued employment with the Company on the payment date, in equal 50% installments beginning in the second year following the year in which the bonus was earned. The deferred portion of the bonus earns interest at the Prime interest rate in effect at January 1st of each year in which such amount is deferred, and interest earned is paid at the time of the respective payments of the deferred amounts. The Prime interest rate in effect at January 1, 2008, 2009 and 2010 was 7.25%, 3.25% and 3.25%, respectively.

**POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL**

*Payments Upon Termination of Employment.* None of our NEOs are, or were at any time during the 2009 fiscal year, party to an employment agreement, severance agreement or any other type of agreement which provides benefits upon a termination of employment.

*Payments Upon Change in Control.* Each restricted stock award granted under the Incentive Plan to our NEOs provides for immediate vesting of all unvested shares of restricted stock in the event of a "change in control." If a "change in control" occurred on December 31, 2009, Messrs. Engquist, Barber and Jones and Ms. Magee would have vested in 50,850, 13,924, 6,196 and 11,963 shares of restricted stock, respectively. Based on the closing price of our common stock on December 31, 2009 (\$10.50), the value of such shares held by Messrs. Engquist, Barber and Jones and Ms. Magee would have been \$533,926, \$146,203, \$65,058 and \$125,612, respectively. Mr. Fox is not party to an agreement or arrangement that provides benefits upon a "change in control."

Generally, a "change in control" is defined under the Incentive Plan as:

- The acquisition of 35% or more of the Company's voting securities;
- A change in the composition of a majority of the Board of Directors;

[Table of Contents](#)

- A merger or consolidation where the Company's shareholders immediately before the merger or consolidation own 70% or less of the voting power of the surviving corporation immediately after the merger or consolidation;
- A complete liquidation or dissolution of the Company, or a sale of substantially all of its assets; or
- A share exchange in which the shareholders of the Company immediately before such exchange own 70% or less of the voting power of the corporation resulting from such exchange.

### Equity Compensation Plan Information

The following table provides information as of December 31, 2009 about the shares of our common stock that may be issued upon the exercise of options under our Incentive Plan.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))
	(a)	(b)	(c)
Equity compensation plans approved by security holders	51,000	\$ 24.80	4,112,332
Equity compensation plans not approved by security holders	—	—	—
<b>Total</b>	<b>51,000</b>	<b>\$ 24.80</b>	<b>4,112,332</b>

### CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

#### Consulting Agreement

On April 30, 2007, the Company entered into a Consulting Agreement with Gary W. Bagley, Chairman of the Board of the Company (the "Agreement"). This Agreement supersedes the Consulting and Noncompetition Agreement, dated July 31, 2004, between the Company and Mr. Bagley.

This Agreement provides for, among other things:

- an initial term of five years; thereafter this Agreement may be renewed on a year to year basis, subject to mutual agreement of the parties;
- a consulting fee of \$167,000 per year together with a cost-of-living increase of 4% annually, plus reimbursement of all reasonable and actual out-of-pocket expenses;
- welfare benefits, including medical, dental, life and disability insurance; and
- confidentiality of information obtained during employment, non-competition and non-solicitation.

We paid \$180,627 to Mr. Bagley in the year ended December 31, 2009 related to this consulting agreement between Mr. Bagley and the Company.

#### Registration Rights Agreement

In connection with certain transactions involving the Company and its predecessors (the "Prior Transactions"), a predecessor company ("H&E Holdings") entered into a registration rights agreement with affiliates of Bruckmann, Rosser, Sherrill & Co., Inc. ("BRS"), certain members of management and certain other entities. In connection with our initial public offering in February 2006, the parties amended and restated the registration rights agreement to provide that the registration rights agreement thereafter applies to our common stock held by the parties. The restated agreement provides that the registration rights that previously applied to units of H&E Holdings thereafter apply to the common stock held by the parties thereto.

### **Investor Rights Agreement**

In connection with the Prior Transactions, H&E Holdings entered into an investor rights agreement with affiliates of BRS, Credit Suisse First Boston Corporation and other members of H&E Holdings. Certain provisions of the investor rights agreement, including the provisions concerning tag-along rights, consent to a sale of H&E Holdings, and the grant of preemptive rights terminated upon the consummation of our initial public offering in February 2006. In connection with our initial public offering in February 2006, the parties amended and restated the investor rights agreement to terminate the non-voting observer rights of one of the holders of our senior subordinated notes and to provide that the investor rights agreement thereafter applies to our common stock held by the parties. Pursuant to the terms of the restated investor rights agreement, subject to certain conditions, on any two occasions after 180 days after the first public offering, the holders of 33% or more of the equity interests issued to the investors on the date of the investor rights agreement (or successor securities) have the right to require us to register all or part of such equity interests under the Securities Act of 1933, as amended (the "Securities Act"), at our expense. In addition, the investors are entitled to request the inclusion of any equity interests subject to the investor rights agreement in any registration statement at our expense whenever we propose to register any of our equity interests under the Securities Act. In connection with all such registrations, we agreed to indemnify the investors against certain liabilities, including liabilities under the Securities Act. In connection with our initial public offering, the parties amended and restated the investor rights agreement.

### **Senior Unsecured Notes**

On August 4, 2006, the Company issued \$250 million aggregate principal of 8.375% senior unsecured notes due 2016 (the "H&E Bonds"). The H&E Bonds are registered under the Securities Act and are publicly traded. As of December 31, 2009, the following directors held the following face value amounts of H&E Bonds:

Keith E. Alessi — \$1,000,000

Lawrence C. Karlson — \$25,000

John T. Sawyer — \$88,000

Additionally, Pepperidge Trust L.P., for which Mr. Bruckmann is a limited partner, held \$1,780,000 face value of H&E Bonds as of December 31, 2009.

### **Related Party Transactions**

The Company has a policy that the Audit Committee review any new transaction in which the Company and its directors, executive officers or their immediate family members are participants to determine whether a related person has a direct or indirect material interest. The Audit Committee is responsible for reviewing and, if appropriate, approving or ratifying any such related party transaction. This policy has been communicated orally by the Board.

In determining whether to approve, disapprove or ratify a related party transaction, the Audit Committee will take into account, among other factors it deems appropriate, (1) whether the transaction is on terms no less favorable to the Company than terms that would otherwise be generally available to the Company if the transaction was entered into under the same or similar circumstances with a party unaffiliated with the Company and (2) the extent of the interest of the related party in the transaction.

Below are the related party transactions which occurred or were in effect during the year ended December 31, 2009. All such related party transactions have been approved or ratified by the Company's Audit Committee or are pursuant to contractual arrangements entered into prior to the Company's initial public offering in February 2006.

John M. Engquist, our Chief Executive Officer and President, and his sister, Kristan Engquist Dunne, each have a 29.2% beneficial ownership interest in a joint venture, from which we lease our Baton Rouge, Louisiana and Kenner, Louisiana branch facilities. Four trusts in the names of the children of John M. Engquist and Kristan Engquist Dunne hold in equal amounts the remaining 16.6% of such joint venture. The remaining 25% interest is beneficially owned by Mr. Engquist's mother. We paid the joint venture a total of \$328,800 in lease payments for the year ended December 31, 2009.

## [Table of Contents](#)

Mr. Engquist has a 62.5% ownership interest in T&J Partnership, from which we lease our Shreveport, Louisiana facility. Mr. Engquist's mother beneficially owns 25% of the entity and Kristan Engquist Dunne owns the remaining 12.5%. In 2009, we paid the entity a total of \$159,600 in lease payments.

We charter an aircraft from Gulf Wide Aviation, in which Mr. Engquist has a 62.5% ownership interest. Mr. Engquist's mother and sister hold interests of 25% and 12.5%, respectively, in this entity. We pay an hourly rate to Gulf Wide Aviation for the use of the aircraft by various members of our management. In 2009, our payments to Gulf Wide Aviation in respect of charter costs totaled \$394,314.

Mr. Engquist has a 31.25% ownership interest in Perkins-McKenzie Insurance Agency, Inc. ("Perkins-McKenzie"), an insurance brokerage firm. Mr. Engquist's mother and sister have a 12.5% and 6.25% interest, respectively, in Perkins-McKenzie. Perkins-McKenzie brokers a substantial portion of our commercial liability insurance. As the broker, Perkins-McKenzie receives from our insurance provider as a commission a portion of the premiums we pay to the insurance provider. In 2009, commissions paid to Perkins-McKenzie on our behalf as insurance broker totaled \$746,122.

We purchase products and services from, and sell products and services to, B-C Equipment Sales, Inc., in which Mr. Engquist has a 50% ownership interest. For the year ended December 31, 2009, our purchases totaled \$171,129 and our sales totaled \$626,521.

In connection with the recapitalization of Head & Engquist in 1999, we entered into a \$3.0 million consulting and non-competition agreement with Thomas R. Engquist, the father of John M. Engquist, our Chief Executive Officer and President. The agreement provided for total payments over a ten-year term, payable in increments of \$25,000 per month. Mr. Engquist was obligated to provide us consulting services and was to comply with the non-competition provision set forth in the agreement between us and others dated June 19, 1999. The parties specifically acknowledged and agreed that in the event of the death of Mr. Engquist during the term of the agreement, the payments that otherwise would have been payable to Mr. Engquist under the agreement shall be paid to his heirs (including John M. Engquist). Due to Mr. Engquist's passing away during 2003, we will not be provided with any further consulting services. The total amount paid under this agreement was \$150,000 for the year ended December 31, 2009. The agreement expired on its terms on June 30, 2009.

Mr. Engquist's mother receives an annual stipend of \$42,000 and participates in the Company's health and dental insurance plans.

Mr. Engquist's son is an employee and received compensation of \$259,465 for the year ended December 31, 2009.

Bradley W. Barber's brother was an employee of the Company and received compensation of \$105,470 during his employment for the year ended December 31, 2009.

## HOUSEHOLDING

Some banks, brokers and other nominee record holders may be participating in the practice of "householding" proxy statements and annual reports. This means that only one copy of the Company's Notice may have been sent to multiple stockholders in your household. The Company will promptly deliver a separate Notice to you if you request one by writing or calling as follows: Investor Relations, 11100 Mead Road, Suite 200, Baton Rouge, LA 70816; Telephone: (225) 298-5200. If you want to receive separate copies of the Notice of Internet Availability of Proxy Materials in the future, or if you are receiving multiple copies and would like to receive only one copy for your household, you should contact your bank, broker or other nominee record holder, or you may contact the Company at the above address and phone number.

**OTHER BUSINESS**

The Company is not aware of any other matters that will be presented for stockholder action at the Annual Meeting. If other matters are properly introduced, the person named in the accompanying proxy will vote the shares they represent as recommended by the Board of Directors.

By Order of the Board of Directors

A handwritten signature in black ink, appearing to read "Leslie S. Magee". The signature is fluid and cursive, written in a professional style.

Leslie S. Magee  
*Chief Financial Officer and Secretary*

April 15, 2010

**H&E Equipment Services, Inc.**  
**ANNUAL MEETING OF STOCKHOLDERS**

**May 25, 2010**  
**8:00 a.m. Central Daylight Time**

**Hilton Baton Rouge Capitol Center Hotel**  
**The Governor's Room**  
**201 Lafayette Street**  
**Baton Rouge, LA 70801**



**H&E Equipment Services, Inc.**  
**11100 Mead Road, Suite 200**  
**Baton Rouge, LA 70816**

**proxy**

---

**This proxy is solicited by the Board of Directors for use at the Annual Meeting on May 25, 2010.**

The shares of stock you hold in your account will be voted as you specify on the reverse side.

**If no choice is specified, the proxy will be voted "FOR" Items 1 and 2.**

By signing the proxy, you revoke all prior proxies and appoint John M. Engquist and Leslie S. Magee, each of them with full power of substitution, to vote your shares on the matters shown on the reverse side and any other matters which may come before the Annual Meeting and all adjournments.

*See reverse for voting instructions.*

---

**VOTE BY INTERNET OR TELEPHONE**

*Voting by Internet or telephone is quick, easy and immediate.* As a H&E Equipment Services, Inc. common stockholder of record, you have the option of voting your common shares electronically through the Internet or on the telephone, eliminating the need to return this proxy card. Your electronic vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed, dated and returned the proxy card. Votes submitted electronically over the Internet or by telephone must be received by 7:00 p.m. Eastern Daylight Time, on May 24, 2010.

***To Vote Your Proxy Over the Internet***

**Go to [www.continentalstock.com](http://www.continentalstock.com)**

Have your proxy card available when you access the above website. Follow the prompts to vote your shares.

***To Vote Your Proxy By Phone***

**1 (866) 894-0537**

Use any touch-tone telephone to vote your proxy. Have your proxy card available when you call. Follow the voting instructions to vote your shares.

**PLEASE DO NOT RETURN THE PROXY CARD IF YOU ARE VOTING ELECTRONICALLY OR BY PHONE.**

---

**VOTE BY MAIL**

**To Vote Your Proxy by Mail**

Mark, sign and date your proxy card and return it in the enclosed reply envelope.

▼ **FOLD AND DETACH HERE AND READ THE REVERSE SIDE** ▼

**PROXY**

**THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED AS DIRECTED OR, IF NO DIRECTION IS GIVEN, WILL BE VOTED FOR EACH PROPOSAL.**

Please Mark  
your notes  
like this



- |   |                                     |   |  |                                     |   |   |
|---|-------------------------------------|---|--|-------------------------------------|---|---|
| 1. Election of directors:<br>01 Gary W Bagley<br>02 John M. Engquist<br>03 Keith E. Alessi<br>04 Paul N. Arnold<br>05 Bruce C. Bruckmann<br>06 Lawrence C. Karlson<br>07 John T. Sawyer | FOR<br><br><input type="checkbox"/> | WITHHELD<br>AUTHORITY<br><br><input type="checkbox"/> | 2. Ratification of Appointment Of BDO Seidman,<br>LLP as independent registered public accounting<br>firm for the year ending December 31, 2010. | FOR<br><br><input type="checkbox"/> | AGAINST<br><br><input type="checkbox"/> | ABSTAIN<br><br><input type="checkbox"/> |
|---|-------------------------------------|---|--|-------------------------------------|---|---|

The Board recommends a vote FOR each Board nominee and FOR ratification of the appointment of BDO Seidman, LLP as the Company's independent registered public accounting firm for the year ending December 31, 2010.

**(To withhold authority to vote for any individual nominee, strike a line through the nominee's name in the list above)**

Address Change? Mark Box to the Right and indicate changes:

Signature: \_\_\_\_\_ Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Please sign exactly as your name(s) appears on Proxy. If held in joint tenancy, all persons should sign. Trustees, administrators, etc., should include title and authority. Corporations should provide full name of corporation and title of authorized officer signing the proxy.