FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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l	OMB APPROVAL									
ı										
l	OMB Number:	3235-0287								
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	Check this box if no longer subjec
	to Section 16. Form 4 or Form 5
\cup	obligations may continue. See
	Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

Name and Address of Reporting Person* Engquist John						2. Issuer Name and Ticker or Trading Symbol H&E Equipment Services, Inc. [HEES]									Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
ast) (First) (Middle) O H&E EQUIPMENT SERVICES, INC.						3. Date of Earliest Transaction (Month/Day/Year) 08/01/2023									X Officer (give title below) Other (spe below) Exec. Chairman of the Board					
7500 PECUE LANE						4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)						
Street) BATON ROUGE LA 70809												Form filed by One Reporting Person Form filed by More than One Reporting Person								
(City) (State) (Zip)					Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.															
	Table	I - No	n-Deriva	tive S	ecur	ities	Acq	uired,	Dis	posed of	, or E	3enef	iciall	y Owr	ned					
Date					Execution Date //Year) if any			Transaction Disposed Of (D) (Instr. 3					3, 4 and Securi Benefi Owned Follow		ties cially I ing	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Direct ct (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
									v	Amount	(A) (D)	or Pr	ice	Transa	saction(s)					
Common Stock, par value \$0.01 per share 08/01/20								A ⁽¹⁾		9,806	A	\$	0.00	2,4	67,584	1	D			
Common Stock, par value \$0.01 per share 08/01/20								F ⁽²⁾		4,541	Г	\$4	49.78	2,463,043]	D			
	Tak													Owne	d					
tle of vative variety (Active r. 3) 2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year)			tion Date,	Transaction Number Code (Instr. of		rative rities iired r osed)	6. Date Exercisable and Expiration Date (Month/Day/Year)			Amount of Securities Underlying Derivative Security (Instr. 3 and		ınt		derivative Securities Beneficiall Owned Following Reported	y O Fo O (I)	wnership orm: irect (D) r Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
	(Final Equipment of Exercise Price of Derivative	(First) (URE EQUIPMENT SERVICE ECUE LANE LA 7 (State) (Control of Exercise Price of Derivative Ecutivative Ecutivative Ecutivative Ecutivative Ecutivative Ecutivative Ecutivative (First) (Control of Exercise Price of Derivative Ecutivative Ecutivative Ecutivative Ecutivative Ecutivative Ecutivative Ecutivative Ecutivative (First) (Control of Ecutivative Ecutivat	(First) (Middle) RE EQUIPMENT SERVICES, INC. ECUE LANE I LA 70809 (State) (Zip) Table I - No Security (Instr. 3) Table II - Table II - Conversion or Exercise Price of Derivative (Month/Day/Year) I Stock, par value (Month/Day/Year) Security (Middle) (State) (Middle) (Zip) Table II - 2. Conversion or Exercise Price of Derivative (Month/Day/Year) (Month/Day/Year)	(First) (Middle) RE EQUIPMENT SERVICES, INC. ECUE LANE Table I - Non-Derivation Security (Instr. 3) 2. Transact Date (Month/Day) 1. Stock, par value \$0.01 per 1. Stock, par value \$0.01 per 2. 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COUE LANE Table I - Non-Derivative Securities Acquired, Month/Day/Year) Security (Instr. 3) Table II - Derivative Securities Acquired, Non-Derivative Securities Acquired (A) or Derivative Securities Acquired (A) or Derivative Securities Acquired (A) or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4	(State) (Zip) Check this box to indicate that a transaction (Month/Day/Year)	(First) (Middle) RE EQUIPMENT SERVICES, INC. COUE LANE 1. A 70809 (State) (Zip) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of Month/Day/Year) (Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) A(1) 7, 2006 (Instr. 3) 1. Transaction Date (e.g., puts, calls, warrants, options, convertibe Security 2. Transaction Date (f.g., puts, calls, warrants, options, convertibe Security (Instr. 3, 4 and 5) 2. 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If Amendment, Date of Original Filed (Month/Day/Year)] Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pursuant to a conditions of Rule 10b5-1(c). See instructive defense conditions of Rule 10b5-1(c). See instructiv	(First) (Middle) (Exercise (Middle) (Middle) (Exercise (Middle) (Exercise (Middle) (Middle) (Exercise (Middle) (Exercise (Middle) (Middle) (Middle) (Middle) (Middle) (Exercise (Middle) (Middle) (Middle) (Middle) (Middle) (Exercise (Middle) (Exercise (Middle)	(First) (Middle) (E EQUIPMENT SERVICES, INC. (State) (S	(State) (All Amendment, Date of Original Filed (Month/Day/Year) (State) (State) (Zip)	(State) (Zip) (Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is interest in the part of satisfy the affirmative defense conditions of Rule 10b5-1(c). See instruction 10. 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Explanation of Responses:

- 1. Restricted stock grant under the Company's 2016 Stock-Based Incentive Compensation Plan. The shares of restricted stock will vest over three years as follows: 3,268 shares on August 1, 2024, 3,269 shares on August 1, 2025 and 3,269 shares on August 1, 2026.
- 2. Return of securities to the Company in payment of Reporting Person's tax liability in connection with the vesting of previously issued restricted stock under the Company's Stock-Based Incentive Compensation Plan.

Remarks:

<u>/s/ Leslie S. Magee Attorney-in-Fact</u>

** Signature of Reporting Person

08/03/2023

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.