

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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Estimated average burden

hours per response: 0.5

1. Name and Address of Reporting Person* BRUCKMANN BRUCE			2. Issuer Name and Ticker or Trading Symbol H&E Equipment Services, Inc. [HEES]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/03/2006			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O 126 EAST 56TH STREET, 29TH FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)								
NEW YORK	NY	10022						
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, Par Value \$0.01 per share	02/03/2006		P		55,800	A	\$18	55,800	D	
Common Stock, Par Value \$0.01 per share	02/03/2006		J ⁽¹⁾		166,735	A	(1)	222,535	D	
Common Stock, Par Value \$0.01 per share	02/03/2006		J ⁽¹⁾		5,103,243	A	(1)	5,103,243	I	By Bruckmann, Rosser, Sherrill & Co., L.P. ⁽²⁾
Common Stock, Par Value \$0.01 per share	02/03/2006		J ⁽¹⁾		30,313	A	(1)	30,313	I	By Bruckmann, Rosser, Sherrill & Co. Inc. ⁽³⁾
Common Stock, Par Value \$0.01 per share	02/03/2006		J ⁽¹⁾		9,314,278	A	(1)	9,314,278	I	By Bruckmann, Rosser, Sherrill & Co. II, L.P. ⁽⁴⁾
Common Stock, Par Value \$0.01 per share	02/03/2006		J ⁽¹⁾		13,866	A	(1)	13,866	I	By The Estate of Donald J. Bruckmann ⁽⁵⁾
Common Stock, Par Value \$0.01 per share	02/03/2006		J ⁽¹⁾		5,961	A	(1)	5,961	I	By BCB Family Partners, L.P. ⁽⁶⁾
Common Stock, Par Value \$0.01 per share	02/03/2006		J ⁽¹⁾		2,877	A	(1)	2,877	I	By NAZ Family Partners, L.P. ⁽⁷⁾
Common Stock, Par Value \$0.01 per share	02/03/2006		J ⁽¹⁾		4,159	A	(1)	4,159	I	By Nancy A. Zweng ⁽⁸⁾
Common Stock, Par Value \$0.01 per share	02/03/2006		J ⁽¹⁾		20,798	A	(1)	20,798	I	By Harold O. Rosser ⁽⁹⁾
Common Stock, Par Value \$0.01 per share	02/03/2006		J ⁽¹⁾		69,325	A	(1)	69,325	I	By H. Virgil Sherrill ⁽¹⁰⁾
Common Stock, Par Value \$0.01 per share	02/03/2006		J ⁽¹⁾		106,758	A	(1)	106,758	I	By Stephen C. Sherrill ⁽¹¹⁾
Common Stock, Par Value \$0.01 per share	02/03/2006		J ⁽¹⁾		21,897	A	(1)	21,897	I	By Paul D. Kaminski ⁽¹²⁾

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, Par Value \$0.01 per share	02/03/2006		J ⁽¹⁾		8,758	A	(1)	8,758	I	By John Rice Edmonds ⁽¹³⁾
Common Stock, Par Value \$0.01	02/03/2006		J ⁽¹⁾		3,078	A	(1)	3,078	I	By Marilena Tibrea ⁽¹⁴⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					

Explanation of Responses:

- Securities acquired by the Reporting Person pursuant to conversion of units of H&E Holdings L.L.C. ("Holdings") previously held by the Reporting Person. In connection with the initial public offering of H&E Equipment Services, Inc. (the "Company"), Holdings was merged with and into the Company.
- BRS Partners L.P. ("BRS Partners") is the general partner of Bruckmann, Rosser, Sherrill & Co., L.P. and BRSE Associates, Inc. ("BRSE") is the general partner of BRS Partners. Mr. Bruckmann may be deemed to share beneficial ownership of shares held by Bruckmann, Rosser, Sherrill & Co., L.P. by virtue of his status as a stockholder and officer of BRSE. Mr. Bruckmann expressly disclaims beneficial ownership of any shares held by Bruckmann, Rosser, Sherrill & Co., L.P. that exceed his pecuniary interest therein.
- Mr. Bruckmann may be deemed to share beneficial ownership of the shares held by this entity by virtue of his status as a member or manager of this entity. Mr. Bruckmann expressly disclaims beneficial ownership of any shares held by Bruckmann, Rosser, Sherrill & Co., Inc. that exceed his pecuniary interest therein.
- BRSE LLC is the general partner of Bruckmann, Rosser, Sherrill & Co. II, L.P. ("BRS II") and by virtue of that status may be deemed to be the beneficial owner of the units held by BRS II. Mr. Bruckmann is a member and manager of BRSE LLC and may be deemed to share beneficial ownership of shares held by BRS II by virtue of his status as a member and manager of BRSE LLC. Mr. Bruckmann expressly disclaims beneficial ownership of any shares held by BRS II that exceed his pecuniary interest therein.
- Mr. Bruckmann may be deemed to share beneficial ownership of shares held by The Estate of Donald J. Bruckmann by virtue of his holding power of attorney for The Estate of Donald J. Bruckmann. Mr. Bruckmann expressly disclaims beneficial ownership of any shares held by The Estate of Donald J. Bruckmann.
- Mr. Bruckmann may be deemed to share beneficial ownership of shares held by BCB Family Partners, L.P. by virtue of his holding power of attorney for BCB Family Partners, L.P. Mr. Bruckmann expressly disclaims beneficial ownership of any shares held by BCB Family Partners, L.P.
- Mr. Bruckmann may be deemed to share beneficial ownership of shares held by NAZ Family Partners, L.P. by virtue of his holding power of attorney for NAZ Family Partners, L.P. Mr. Bruckmann expressly disclaims beneficial ownership of any shares held by NAZ Family Partners, L.P.
- Mr. Bruckmann may be deemed to share beneficial ownership of shares held by Nancy A. Zweng by virtue of his holding power of attorney for Nancy A. Zweng. Mr. Bruckmann expressly disclaims beneficial ownership of any shares held by Nancy A. Zweng.
- Mr. Bruckmann may be deemed to share beneficial ownership of shares held by Harold O. Rosser by virtue of his holding power of attorney for Harold O. Rosser. Mr. Bruckmann expressly disclaims beneficial ownership of any shares held by Harold O. Rosser.
- Mr. Bruckmann may be deemed to share beneficial ownership of shares held by H. Virgil Sherrill by virtue of his holding power of attorney for H. Virgil Sherrill. Mr. Bruckmann expressly disclaims beneficial ownership of any shares held by H. Virgil Sherrill.
- Mr. Bruckmann may be deemed to share beneficial ownership of shares held by Stephen C. Sherrill by virtue of his holding power of attorney for Stephen C. Sherrill. Mr. Bruckmann expressly disclaims beneficial ownership of any shares held by Stephen C. Sherrill.
- Mr. Bruckmann may be deemed to share beneficial ownership of shares held by Paul D. Kaminski by virtue of his holding power of attorney for Paul D. Kaminski. Mr. Bruckmann expressly disclaims beneficial ownership of any shares held by Paul D. Kaminski.
- Mr. Bruckmann may be deemed to share beneficial ownership of shares held by John Rice Edmonds by virtue of his holding power of attorney for John Rice Edmonds. Mr. Bruckmann expressly disclaims beneficial ownership of any shares held by John Rice Edmonds.
- Mr. Bruckmann may be deemed to share beneficial ownership of shares held by Marilena Tibrea by virtue of his holding power of attorney for Marilena Tibrea. Mr. Bruckmann expressly disclaims beneficial ownership of any shares held by Marilena Tibrea.

/s/ Bruce C. Bruckmann 02/03/2006

** Signature of Reporting Person 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.