

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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Bagley Gary W</u> (Last) (First) (Middle) <u>C/O H&E EQUIPMENT SERVICES, INC.</u> <u>7500 PECUE LANE</u> (Street) <u>BATON</u> <u>LA</u> <u>70809</u> <u>ROUGE</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>H&E Equipment Services, Inc. [HEES]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>12/03/2013</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	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) 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
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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	12/03/2013		S		400	D	\$28.3	200,573	I	By Bagley Family Investments, L.L.C. ⁽¹⁾
Common Stock, par value \$0.01 per share	12/03/2013		S		300	D	\$28.32	200,273	I	By Bagley Family Investments, L.L.C. ⁽¹⁾
Common Stock, par value \$0.01 per share	12/03/2013		S		100	D	\$28.33	200,173	I	By Bagley Family Investments, L.L.C. ⁽¹⁾
Common Stock, par value \$0.01 per share	12/03/2013		S		100	D	\$28.35	200,073	I	By Bagley Family Investments, L.L.C. ⁽¹⁾
Common Stock, par value \$0.01 per share	12/03/2013		S		100	D	\$28.39	199,973	I	By Bagley Family Investments, L.L.C. ⁽¹⁾
Common Stock, par value \$0.01 per share	12/03/2013		S		600	D	\$28.4	199,373	I	By Bagley Family Investments, L.L.C. ⁽¹⁾
Common Stock, par value \$0.01 per share	12/03/2013		S		3,400	D	\$28.43	195,973	I	By Bagley Family Investments, L.L.C. ⁽¹⁾
Common Stock, par value \$0.01 per share	12/03/2013		S		400	D	\$28.44	195,573	I	By Bagley Family Investments, L.L.C. ⁽¹⁾
Common Stock, par value \$0.01 per share	12/03/2013		S		1,200	D	\$28.45	194,373	I	By Bagley Family Investments, L.L.C. ⁽¹⁾
Common Stock, par value \$0.01 per share	12/03/2013		S		800	D	\$28.47	193,573	I	By Bagley Family Investments, L.L.C. ⁽¹⁾

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	12/03/2013		S		800	D	\$28.485	192,773	I	By Bagley Family Investments, L.L.C. ⁽¹⁾
Common Stock, par value \$0.01 per share								117,398	D	

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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Mr. Bagley may be deemed to beneficially own shares held by Bagley Family Investments, L.L.C. Mr. Bagley disclaims beneficial ownership of any units held by this entity that exceed his pecuniary interest therein.

Remarks:

/s/ W. Scott Bozzell Attorney-

in-Fact

12/04/2013

Date

** 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.