

**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* <b>BRUCKMANN BRUCE</b>  (Last) (First) (Middle) <b>C/O 126 EAST 56TH STREET</b> <b>29TH FLOOR</b>  (Street) <b>NEW YORK NY 10022</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>H&amp;E Equipment Services, Inc. [ HEES ]</b>	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)
	3. Date of Earliest Transaction (Month/Day/Year) <b>09/23/2008</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <b>09/23/2008</b>	

**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	09/23/2008		J		190,882	A	\$0.00	190,882	I	By Bruce C. Bruckmann Family 1996 Trust <sup>(1)</sup>
Common Stock, par value \$0.01	09/23/2008		J		73,344	A	\$0.00	73,344	I	By Bruce C. Bruckmann 1999 Gift Trust <sup>(2)</sup>
Common Stock, par value \$0.01								0	I	By Harold O. Rosser <sup>(3)</sup>
Common Stock, par value \$0.01								0	I	By H. Virgil Sherrill <sup>(3)</sup>
Common Stock, par value \$0.01								0	I	By Stephen C. Sherrill <sup>(3)</sup>
Common Stock, par value \$0.01								0	I	By Paul D. Kaminski <sup>(3)</sup>
Common Stock, par value \$0.01								0	I	By John Rice Edmonds <sup>(3)</sup>
Common Stock, par value \$0.01								0	I	By Marilena Tibrea <sup>(3)</sup>

**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)					

**Explanation of Responses:**

1. This amendment on Form 4/A (the "Amendment") to the Form 4 originally filed on September 23, 2008, as amended by a Form 4/A filed on April 8, 2009 (as amended, the "Original Form 4"), amends the beneficial owner of these shares. These shares, which were incorrectly reported as held by Bruce C. Bruckmann 1999 Gift Trust, are held by Bruce C. Bruckmann Family 1996 Trust in a trust for the benefit of

the Reporting Person's children. The Reporting Person's former spouse is the trustee of the trust. The Reporting Person disclaims beneficial ownership of these shares.

2. In connection with the correction described in footnote (1) above, this Amendment amends the amount of securities beneficially owned by this trust. These shares are held in a trust for the benefit of the Reporting Person's children. The Reporting Person is the trustee of the trust. The Reporting Person disclaims beneficial ownership of these shares.

3. This Amendment is being filed to remove these shares from the Reporting Person's beneficial ownership. These shares were originally reported as being held indirectly by the Reporting Person by virtue of his holding a power of attorney for the beneficial owner. The power of attorney was terminated in connection with the distributions described in the Original Form 4 and the Reporting Person does not have beneficial ownership of the shares as originally reported.

**Remarks:**

/s/ W. Scott Bozzell Attorney- 04/08/2010  
in-Fact

\*\* 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.**