

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
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1. Name and Address of Reporting Person* BRUCKMANN BRUCE (Last) (First) (Middle) C/O 126 EAST 56TH STREET 29TH FLOOR (Street) NEW YORK NY 10022 (City) (State) (Zip)	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)
	3. Date of Earliest Transaction (Month/Day/Year) 09/01/2006	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

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	09/01/2006		G ⁽¹⁾		29,989	D	\$0.00 ⁽¹⁾	136,746	D	
Common Stock, Par Value \$0.01 per share								55,800	D	
Common Stock, Par Value \$0.01 per share								5,103,243	I	By Bruckmann, Rosser, Sherrill & Co., L.P. ⁽²⁾
Common Stock, Par Value \$0.01 per share								30,313	I	By Bruckmann, Rosser, Sherrill & Co. Inc. ⁽³⁾
Common Stock, Par Value \$0.01 per share								9,314,278	I	By Bruckmann, Rosser, Sherrill & Co. II, L.P. ⁽⁴⁾
Common Stock, Par Value \$0.01 per share								13,866	I	By The Estate of Donald J. Bruckmann ⁽⁵⁾
Common Stock, Par Value \$0.01 per share								5,961	I	By BCB Family Partners, L.P. ⁽⁶⁾
Common Stock, Par Value \$0.01 per share								2,877	I	By NAZ Family Partners L.P. ⁽⁷⁾
Common Stock, Par Value \$0.01 per share								34,148	I	By Nancy A. Zweng ⁽⁸⁾
Common Stock, Par Value \$0.01 per share								20,798	I	By Harold O. Rosser ⁽⁹⁾
Common Stock, Par Value \$0.01 per share								69,325	I	By H. Virgil Sherrill ⁽¹⁰⁾
Common Stock, Par Value \$0.01 per share								106,758	I	By Stephen C. Sherrill ⁽¹¹⁾

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								21,897	I	By Paul D. Kaminski ⁽¹²⁾
Common Stock, Par Value \$0.01 per share								8,758	I	By John Rice Edmonds ⁽¹³⁾
Common Stock, Par Value \$0.01 per share								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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- Transfer of shares without consideration by the Reporting Person to Ms. Nancy A. Zweng. See also footnote 8.
- 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.

Remarks:

/s/ W. Scott Bozzell, as
Attorney-In-Fact for Bruce 09/06/2006
Bruckmann

** 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.

LIMITED POWER OF ATTORNEY FOR
SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned's hereby makes, constitutes and appoints Leslie S. Magee and W. Scott Bozzell, or each of them acting singly, and with full power of substitution, as the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

(1) prepare, execute, acknowledge, deliver and file Forms 3, 4, and 5 (including any amendments thereto) with respect to the securities of H&E Equipment Services, Inc., a Delaware corporation (the "Company"), with the United States Securities and Exchange Commission, any national securities exchanges and the Company, as considered necessary or advisable under Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the "Exchange Act");

(2) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned and approves and ratifies any such release of information; and

(3) perform any and all other acts which in the discretion of such attorney-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

(1) this Power of Attorney authorizes, but does not require, such attorney-in-fact to act in their discretion on information provided to such attorney-in-fact without independent verification of such information;

(2) any documents prepared and/or executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her discretion, deems necessary or desirable;

(3) neither the Company nor such attorney-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and

(4) this Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act.

The undersigned hereby gives and grants the foregoing attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, hereby ratifying all that such attorney-in-fact of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to such attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 30th day of August, 2006.

/s/ Bruce C. Bruckmann

Signature

Bruce C. Bruckmann

Print Name

On this 30th day of August, 2006, Bruce C. Bruckmann personally appeared before me, and acknowledged that s/he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Vashti R. Hinton, No. 01H16117666

Notary Public

November 1, 2008

My Commission Expires: