SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* Magee Leslie S	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)

(Last) (First) (Middle)

C/O H&E EQUIPMENT SERVICES, INC.
7500 PECUE LANE

(Street)

BATON ROUGE   LA   70809

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
08/01/2024

4. If Amendment, Date of Original Filed (Month/Day/Year)

Director	10% Owner
☑ Officer (give title below)	Other (specify below)

CFO & Secretary

6. Individual or Joint/Group Filing (Check Applicable Line)

☑ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

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 - 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	08/01/2024		A[(1)]		6,405	A	$0.00	142,424[(2)]	D	
Common Stock, par value $0.01 per share	08/01/2024		F[(3)]		1,125	D	$48.78	141,299	D	
Common Stock, par value $0.01 per share	08/01/2024		F[(3)]		3,210	D	$48.78	138,089	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. Restricted stock grant under the Company's Amended and Restated 2016 Stock-Based Incentive Compensation Plan. The shares of restricted stock will vest over three years as follows: 2,135 shares on August 1, 2025, 2,135 shares on August 1, 2026 and 2,135 shares on August 1, 2027.

2. The aggregate shares beneficially owned excludes one share inadvertently reported as beneficially owned by the reporting persons on her previous filing as a result of a miscalculation in tax withholding.

3. 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.

/s/ Leslie S. Magee   08/05/2024
** 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.