# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

## 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							
1. Name and Add Magee Les	dress of Reporting <u>lie S</u>	Person*	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>H&amp;E Equipment Services, Inc.</u> [ HEES ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner						
(Last) C/O H&E EQ	(First) UIPMENT SE	(Middle) RVICES, INC.	3. Date of Earliest Transaction (Month/Day/Year) 08/02/2023	X Officer (give title Other (specify below) below) CFO & Secretary						
7500 PECUE LANE			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)						
			-	X Form filed by One Reporting Person						
(Street) BATON	LA	70809		Form filed by More than One Reporting Person						
ROUGE			Rule 10b5-1(c) Transaction Indication							
(City)	(State)	(Zip)	Check this box to indicate that a transaction was made pursuan satisfy the affirmative defense conditions of Rule 10b5-1(c). See							

### 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	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	Reported Transaction(s) (Instr. 3 and 4)					
Common Stock, par value \$0.01 per share	08/02/2023		F <sup>(1)</sup>		1,476	D	\$48.9	127,295	D				
Common Stock, par value \$0.01 per share	08/03/2023		F <sup>(1)</sup>		2,857	D	\$48.77	124,438	D				

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

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

Explanation of Responses:

1. 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.

**Remarks:** 

<u>/s/ Leslie S. Magee Attorney-</u>

in-Fact

08/04/2023

\*\* 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.

OMB APPROVAL

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