

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

SCHEDULE 14A

**Proxy Statement pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No. __)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

H&E EQUIPMENT SERVICES, INC.

(Name of Registrant as Specified in its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

H&E Equipment Services, Inc.
11100 Mead Road, Suite 200
Baton Rouge, LA 70816

Label Area 4" x 1 1/2"

**NOTICE OF ANNUAL MEETING
OF STOCKHOLDERS**

to be held on
Tuesday, May 22, 2012

Dear Stockholder,

The 2012 Annual Meeting of Stockholders of H&E Equipment Services, Inc. will be held at the Hilton Baton Rouge Capitol Center Hotel, The Victory Room, 201 Lafayette Street, Baton Rouge, LA 70801, on Tuesday, May 22, 2012, at 7:30 AM (Central Daylight time).

Proposals to be considered at the 2012 Annual Meeting:

- (1) the election of eight directors, each for a term of one year or until their respective successors have been elected and qualified;
- (2) the ratification of the appointment of BDO USA, LLP as our independent registered public accounting firm for the year ending December 31, 2012;
- (3) an advisory vote on Named Executive Officer compensation as disclosed in the Proxy Statement; and
- (4) the transaction of such other business as may properly come before the meeting.

The Board of Directors recommends a vote "FOR" each director nominee and "FOR" Items 2 and 3.

Stockholders are cordially invited to attend the Annual Meeting and vote in person. Shares held beneficially in street name may be voted by you in person at the Annual Meeting only if you obtain a legal proxy from the broker or the agent that holds your shares and you bring such proxy to the Annual Meeting. For directions to the Annual Meeting, please call the Hilton Baton Rouge Capitol Center Hotel at (225) 344-5866.

**You May Vote Your Proxy When You View The Materials On The Internet.
You Will Be Asked To Follow The Prompts To Vote Your Shares.
This Is Not A Proxy. You Cannot Use This Notice To Vote Your Shares.**



Your electronic vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed, dated and returned the proxy card.

Vote Your Proxy on the Internet:

Go to www.cstproxyvote.com
Have your notice available when you access the above website. Follow the prompts to vote your shares.

Label Area 4" x 1 1/2"

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INTENTIONALLY**

COMPANY ID:

PROXY NUMBER:

ACCOUNT NUMBER:

The Proxy Materials are available for review at:

<http://www.cstproxy.com/he-equipment/2012>

Important Notice Regarding the Availability Of Proxy Materials For the Stockholder Meeting to Be Held On Tuesday, May 22, 2012

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

If you would like to receive a paper or e-mail copy of these documents, **you must request one**. There is no charge for such documents to be mailed or sent to you. Please make your request for a copy as instructed below on or before May 14, 2012 to facilitate a timely delivery.

The following Proxy Materials are available for you to review at: <http://www.cstproxy.com/he-equipment/2012>

- the Company's Annual Report for the year ended December 31, 2011
- the Company's 2012 Proxy Statement (including all attachments thereto)
- the Proxy Card
- any amendments to the foregoing materials that are required to be furnished to stockholders

ACCESSING YOUR PROXY MATERIALS ONLINE

Have this notice available when you request a paper copy of the proxy materials or to vote your proxy electronically. You must reference your company ID, 9-digit proxy number and 10-digit account number.

REQUESTING A PAPER OR E-MAIL COPY OF THE PROXY MATERIALS

By telephone please call 1-888-221-0690

or

By logging on to <http://www.cstproxy.com/he-equipment/2012>

or

By email at: proxy@continentalstock.com

Please include the company name and your account number in the subject line.