

H&E Equipment Services, Inc.  
 Form 4  
 May 25, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**ALESSI KEITH E**

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)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/24/2011**

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  Other (specify below)  
 Former Director

**C/O H&E EQUIPMENT SERVICES, INC., 11100 MEAD ROAD, SUITE 200**

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**BATON ROUGE, LA 70816**

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price

Common Stock, par value \$0.01

05/24/2011

D 1,710 D \$ 0 7,912 D

(1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V (A) (D)		Date Exercisable Expiration Date	Title Number of Shares		

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

ALESSI KEITH E  
C/O H&E EQUIPMENT SERVICES, INC.  
11100 MEAD ROAD, SUITE 200  
BATON ROUGE, LA 70816

Former Director

## Signatures

/s/ W. Scott Bozzell  
Attorney-in-Fact

05/25/2011

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

The Reporting Person ended his service as a director of H&E Equipment Services, Inc. (the "Company") on May 24, 2011. In light of his many years of service to the Company, the Board of Directors of the Company approved an acceleration of the vesting on May 23, 2011 of the following shares of Company common stock, par value \$0.01 per share ("Common Stock"), which were previously granted to the

- (1) Reporting Person: (i) 166 shares of Common Stock which were scheduled to vest on June 30, 2011; (ii) 705 shares of Common Stock which were scheduled to vest on June 2, 2011; and (iii) 502 shares of Common Stock which were scheduled to vest on May 25, 2011. The Reporting Person's remaining unvested 1,710 shares of Common Stock, 706 shares of which he received on June 2, 2009 and 1,004 shares of which he received on May 25, 2010, were forfeited, as reported above, upon the termination of his service as a director.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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