

H&E Equipment Services, Inc.
 Form 4
 January 03, 2014

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 *
BRUCKMANN BRUCE

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)
 01/02/2014

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

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

(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 70809

(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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, par value \$0.01 per share	01/02/2014		A ⁽¹⁾	1,384	A \$ 28.91	645,954 ⁽²⁾	D
Common Stock, par value \$0.01 per share						190,882	I

By Bruce C. Bruckmann Family Trust ⁽³⁾

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Stock grant under the Company's 2006 Stock-Based Incentive Compensation Plan, as amended. The shares of stock vested immediately upon issuance.

- The Reporting Person's direct holdings reflect the transaction shown as well as the following non-reportable events: (a) He transferred 281,126 shares of common stock of Issuer to a former spouse pursuant to a domestic relations order. (b) BCB Family Partners, L.P. made a pro-rata in-kind distribution of common stock of the Issuer without consideration to its partners, including 4,017 to the Reporting Person. Following these distributions, BCB Family Partners, L.P. no longer holds any shares of common stock of the Issuer. This distribution constituted a mere change in the form of ownership that does not change the Reporting Person's pecuniary interest in the shares.
- (2) These shares are held in a trust for the benefit of the Reporting Person's children. The Reporting Person's former spouse is the trustee of the trust. The Reporting Person disclaims beneficial ownership of these shares.
 - (3) These shares are held in a trust for the benefit of the Reporting Person's children. The Reporting Person disclaims beneficial ownership of these shares.
 - (4) These shares are held in a trust for the benefit of the Reporting Person's children. The Reporting Person disclaims beneficial ownership of these shares.

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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