Engquist John Form 4 May 14, 2013

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

January 31,

2005

0.5

Check this box if no longer subject to Section 16.

Expires:

Estimated average burden hours per

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

response...

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Engquist John

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)

Chief Executive Officer

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 05/13/2013

X_ Officer (give title below)

_X__ Director

X__ 10% Owner Other (specify

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

> (Street) 4. If Amendment, Date Original

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

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

Person

BATON ROUGE, LA 70809

| (City) | (State) | (Zip) Tab | ole I - Non- | Derivative | Secui | rities Acquir | red, Disposed of, | or Beneficiall | y Owned |
|--|--------------------------------------|---|--|------------------------------------|---------|---------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactic Code (Instr. 8) | 4. Securition Dispose (Instr. 3, 4 | ed of (| ` ' | 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) |
| Common Stock, par value \$0.01 per share | 05/13/2013 | | S <u>(1)</u> | 24,513 | D | \$ 21.7056 | 3,455,382 | D | |

Common

Stock, par \$ 21.8746 3,434,490 $S^{(1)}$ 20,892 D value 05/14/2013

\$0.01 per

share

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

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SEC 1474 (9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | | 5. | 6. Date Exerc | cisable and | 7. Titl | le and | 8. Price of |
|-------------|-------------|---------------------|--------------------|---------|------|------------|----------------------------------|-------------|-----------------|------------|-------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transa | ctio | rNumber | Expiration D | ate | Amou | unt of | Derivative |
| Security | or Exercise | | any | Code | | of | (Month/Day/ | Year) | Under | rlying | Security |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. | 8) | Derivative | e | | Secur | rities | (Instr. 5) |
| | Derivative | | | | | Securities | | | (Instr. | . 3 and 4) | |
| | Security | | | | | Acquired | | | | | |
| | · | | | | | (A) or | | | | | |
| | | | | | | Disposed | | | | | |
| | | | | | | of (D) | | | | | |
| | | | | | | (Instr. 3, | | | | | |
| | | | | | | 4, and 5) | | | | | |
| | | | | | | ., | | | | | |
| | | | | | | | | | | Amount | |
| | | | | | | | Date Expiration Exercisable Date | Expiration | or Title Num | or | |
| | | | | | | | | • | | Number | |
| | | | | | | | | Date | | of | |
| | | | | Code | V | (A) (D) | | | | Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|-------------------------------|-------|--|--|--|
| 1 | Director | 10% Owner | Officer | Other | | | |
| Engquist John C/O H&E EQUIPMENT SERVICES, INC. 7500 PECUE LANE BATON ROUGE, LA 70809 | X | X | Chief Executive Officer | | | | |

Signatures

/s/ W. Scott Bozzell Attorney-in-Fact 05/14/2013

**Signature of Reporting Person Da

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).
- (1) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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