## Edgar Filing: H&E Equipment Services, Inc. - Form 4

H&E Equipment Services, Inc. Form 4

February 23,	2009											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION										OMB APPROVAL		
									OMB Number:	3235-0287		
Check this box if no longer				ashington, D.C. 20549 NGES IN BENEFICIAL OW SECURITIES				NERSHIP OF	Expires: January 3 Expires: 20 Estimated average burden hours per response 0			
Form 5 obligation may conti <i>See</i> Instru 1(b).	$\frac{1}{1}$ Section 17(a)		olic Uti	lity Hold	ing Con	ipany	Act of	e Act of 1934, f 1935 or Sectio 40				
(Print or Type R	esponses)											
1. Name and Address of Reporting Person <u>*</u> Jones John D			2. Issuer Name <b>and</b> Ticker or Trading Symbol H&E Equipment Services, Inc. [HEES]				-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) C/O H&E E0 SERVICES, ROAD, SUI	QUIPMENT INC., 11100 ME	(M 02	Date of l Ionth/Da 2/22/20	-	insaction			Director X Officer (give below) V.P.,		o Owner er (specify rt		
	(Street)	reet) 4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
BATON RO	UGE, LA 70816								Aore than One Re			
(City)	(State) (	Zip)	Table	I - Non-De	erivative	Securi	ities Aco	uired, Disposed of	f. or Beneficial	lv Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any		3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or			cquired d of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial		
Common Stock, Par Value \$0.01	02/22/2009			Code V F <u>(1)</u>	Amount 5,035	(D)	Price \$ 5.75	(Instr. 3 and 4) 36,317	D			
Reminder: Repo	ort on a separate line	for each class	of securi	ties benefi	cially owr	ned dir	ectly or	indirectly.				

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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)	4. Transactio Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Titl Amou Under Secur (Instr.	int of rlying	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	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Jones John D C/O H&E EQUIPMENT SERVICES, INC 11100 MEAD ROAD, SUITE 200 BATON ROUGE, LA 70816	2.		V.P., Product Support				
Signatures							
/s/ W. Scott Bozzell Attorney-in-Fact	02/23/2009						
**Signature of Reporting Person	Date						
Evelopetion of Deenen							

## **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) Return of securities to the company in payment of Reporting Person's tax liability in connection with the vesting of previously issued restricted stock.

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.