

H&E Equipment Services, Inc.
 Form 4
 September 06, 2006

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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)
09/01/2006

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

C/O 126 EAST 56TH STREET, 29TH FLOOR

(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

NEW YORK, NY 10022

(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			
				Code	V	Amount		
Common Stock, Par Value \$0.01 per share	09/01/2006		G ⁽¹⁾	29,989	D	\$ 0 (1)	136,746	D
Common Stock, Par Value \$0.01 per share							55,800	D
							5,103,243	I

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Common Stock, Par Value \$0.01 per share			By Bruckmann, Rosser, Sherrill & Co., L.P. ⁽²⁾
Common Stock, Par Value \$0.01 per share	30,313	I	By Bruckmann, Rosser, Sherrill & Co. Inc. ⁽³⁾
Common Stock, Par Value \$0.01 per share	9,314,278	I	By Bruckmann, Rosser, Sherrill & Co. II, L.P. ⁽⁴⁾
Common Stock, Par Value \$0.01 per share	13,866	I	By The Estate of Donald J. Bruckmann ⁽⁵⁾
Common Stock, Par Value \$0.01 per share	5,961	I	By BCB Family Partners, L.P. ⁽⁶⁾
Common Stock, Par Value \$0.01 per share	2,877	I	By NAZ Family Partners L.P. ⁽⁷⁾
Common Stock, Par Value \$0.01 per share	34,148	I	By Nancy A. Zweng ⁽⁸⁾
Common Stock, Par Value \$0.01 per share	20,798	I	By Harold O. Rosser ⁽⁹⁾
Common Stock, Par Value \$0.01 per share	69,325	I	By H. Virgil Sherrill ⁽¹⁰⁾

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Common Stock, Par Value \$0.01 per share	106,758	I	By Stephen C. Sherrill ⁽¹¹⁾
Common Stock, Par Value \$0.01 per share	21,897	I	By Paul D. Kaminski ⁽¹²⁾
Common Stock, Par Value \$0.01 per share	8,758	I	By John Rice Edmonds ⁽¹³⁾
Common Stock, Par Value \$0.01 per share	3,078	I	By Marilena Tibrea ⁽¹⁴⁾

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

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(9-02)

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	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

BRUCKMANN BRUCE
C/O 126 EAST 56TH STREET X
29TH FLOOR
NEW YORK, NY 10022

Signatures

/s/ W. Scott Bozzell, as Attorney-In-Fact for Bruce
Bruckmann

09/06/2006

__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).
- (1) Transfer of shares without consideration by the Reporting Person to Ms. Nancy A. Zweng. See also footnote 8.
BRS Partners L.P. ("BRS Partners") is the general partner of Bruckmann, Rosser, Sherrill & Co., L.P. and BRSE Associates, Inc. ("BRSE") is the general partner of BRS Partners. Mr. Bruckmann may be deemed to share beneficial ownership of shares held by Bruckmann, Rosser, Sherrill & Co., L.P. by virtue of his status as a stockholder and officer of BRSE. Mr. Bruckmann expressly disclaims beneficial ownership of any shares held by Bruckmann, Rosser, Sherrill & Co., L.P. that exceed his pecuniary interest therein.
Mr. Bruckmann may be deemed to share beneficial ownership of the shares held by this entity by virtue of his status as a member or manager of this entity. Mr. Bruckmann expressly disclaims beneficial ownership of any shares held by Bruckmann, Rosser, Sherrill & Co., Inc. that exceed his pecuniary interest therein.
- (2) BRSE LLC is the general partner of Bruckmann, Rosser, Sherrill & Co. II, L.P. ("BRS II") and by virtue of that status may be deemed to be the beneficial owner of the units held by BRS II. Mr. Bruckmann is a member and manager of BRSE LLC and may be deemed to share beneficial ownership of shares held by BRS II by virtue of his status as a member and manager of BRSE LLC. Mr. Bruckmann expressly disclaims beneficial ownership of any shares held by BRS II that exceed his pecuniary interest therein.
Mr. Bruckmann may be deemed to share beneficial ownership of shares held by The Estate of Donald J. Bruckmann by virtue of his holding power of attorney for The Estate of Donald J. Bruckmann. Mr. Bruckmann expressly disclaims beneficial ownership of any shares held by The Estate of Donald J. Bruckmann.
- (3) Mr. Bruckmann may be deemed to share beneficial ownership of shares held by BCB Family Partners, L.P. by virtue of his holding power of attorney for BCB Family Partners, L.P. Mr. Bruckmann expressly disclaims beneficial ownership of any shares held by BCB Family Partners, L.P.
- (4) Mr. Bruckmann may be deemed to share beneficial ownership of shares held by NAZ Family Partners, L.P. by virtue of his holding power of attorney for NAZ Family Partners, L.P. Mr. Bruckmann expressly disclaims beneficial ownership of any shares held by NAZ Family Partners, L.P.
- (5) Mr. Bruckmann may be deemed to share beneficial ownership of shares held by Nancy A. Zweng by virtue of his holding power of attorney for Nancy A. Zweng. Mr. Bruckmann expressly disclaims beneficial ownership of any shares held by Nancy A. Zweng.
- (6) Mr. Bruckmann may be deemed to share beneficial ownership of shares held by Harold O. Rosser by virtue of his holding power of attorney for Harold O. Rosser. Mr. Bruckmann expressly disclaims beneficial ownership of any shares held by Harold O. Rosser.
- (7) Mr. Bruckmann may be deemed to share beneficial ownership of shares held by H. Virgil Sherrill by virtue of his holding power of attorney for H. Virgil Sherrill. Mr. Bruckmann expressly disclaims beneficial ownership of any shares held by H. Virgil Sherrill.
- (8) Mr. Bruckmann may be deemed to share beneficial ownership of shares held by Stephen C. Sherrill by virtue of his holding power of attorney for Stephen C. Sherrill. Mr. Bruckmann expressly disclaims beneficial ownership of any shares held by Stephen C. Sherrill.
- (9) Mr. Bruckmann may be deemed to share beneficial ownership of shares held by Paul D. Kaminski by virtue of his holding power of attorney for Paul D. Kaminski. Mr. Bruckmann expressly disclaims beneficial ownership of any shares held by Paul D. Kaminski.
- (10) Mr. Bruckmann may be deemed to share beneficial ownership of shares held by John Rice Edmonds by virtue of his holding power of attorney for John Rice Edmonds. Mr. Bruckmann expressly disclaims beneficial ownership of any shares held by John Rice Edmonds.
- (11) Mr. Bruckmann may be deemed to share beneficial ownership of shares held by Marilena Tibrea by virtue of his holding power of attorney for Marilena Tibrea. Mr. Bruckmann expressly disclaims beneficial ownership of any shares held by Marilena Tibrea.
- (12)
- (13)
- (14)

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