

H&E Equipment Services, Inc.
 Form 4
 December 04, 2006

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 *
 Roesener Dale W

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)
 12/01/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 V.P., Fleet Management

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 Indirect Ownership (Instr. 4) | | | |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|---------|---|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, Par Value \$0.01 per share | 12/01/2006 | | S | | 200 | D | \$ 24.15 | 556,607 | I | By Southern Nevada Capital Corporation (1) |
| Common Stock, Par Value \$0.01 per share | 12/01/2006 | | S | | 200 | D | \$ 24.22 | 556,407 | I | By Southern Nevada Capital Corporation (1) |

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| | | | | | | | | |
|-------------------------------|------------|---|--------|---|-------------|---------|---|---|
| Common Stock, Par Value | 12/01/2006 | S | 400 | D | \$ 24.23 | 556,007 | I | By Southern Nevada Capital Corporation <u>(1)</u> |
| \$0.01 per share | | | | | | | | |
| Common Stock, Par Value | 12/01/2006 | S | 600 | D | \$ 24.25 | 555,407 | I | By Southern Nevada Capital Corporation <u>(1)</u> |
| \$0.01 per share | | | | | | | | |
| Common Stock, Par Value | 12/01/2006 | S | 1,300 | D | \$ 24.26 | 554,107 | I | By Southern Nevada Capital Corporation <u>(1)</u> |
| \$0.01 per share | | | | | | | | |
| Common Stock, Par Value | 12/01/2006 | S | 4,692 | D | \$ 24.28 | 549,415 | I | By Southern Nevada Capital Corporation <u>(1)</u> |
| \$0.01 per share | | | | | | | | |
| Common Stock, Par Value | 12/01/2006 | S | 300 | D | \$ 24.29 | 549,115 | I | By Southern Nevada Capital Corporation <u>(1)</u> |
| \$0.01 per share | | | | | | | | |
| Common Stock, Par Value | 12/01/2006 | S | 16,829 | D | \$ 24.3 | 532,286 | I | By Southern Nevada Capital Corporation <u>(1)</u> |
| \$0.01 per share | | | | | | | | |
| Common Stock, Par Value | 12/01/2006 | S | 1,166 | D | \$ 24.31 | 531,120 | I | By Southern Nevada Capital Corporation <u>(1)</u> |
| \$0.01 per share | | | | | | | | |
| Common Stock, Par Value | 12/01/2006 | S | 1,831 | D | \$ 24.32 | 529,289 | I | By Southern Nevada Capital Corporation <u>(1)</u> |
| \$0.01 per share | | | | | | | | |
| Common Stock, Par Value | 12/01/2006 | S | 1,777 | D | \$ 24.33 | 527,512 | I | By Southern Nevada Capital Corporation <u>(1)</u> |
| \$0.01 per share | | | | | | | | |
| | 12/01/2006 | S | 891 | D | | 526,621 | I | |

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|--|------------|---|--------|---|----------|---------|---|---|
| Common Stock, Par Value \$0.01 per share | | | | | \$ 24.34 | | | By Southern Nevada Capital Corporation <u>(1)</u> |
| Common Stock, Par Value \$0.01 per share | 12/01/2006 | S | 11,675 | D | \$ 24.35 | 514,946 | I | By Southern Nevada Capital Corporation <u>(1)</u> |
| Common Stock, Par Value \$0.01 per share | 12/01/2006 | S | 1,600 | D | \$ 24.36 | 513,346 | I | By Southern Nevada Capital Corporation <u>(1)</u> |
| Common Stock, Par Value \$0.01 per share | 12/01/2006 | S | 1,067 | D | \$ 24.37 | 512,279 | I | By Southern Nevada Capital Corporation <u>(1)</u> |
| Common Stock, Par Value \$0.01 per share | 12/01/2006 | S | 1,600 | D | \$ 24.38 | 510,679 | I | By Southern Nevada Capital Corporation <u>(1)</u> |
| Common Stock, Par Value \$0.01 per share | 12/01/2006 | S | 500 | D | \$ 24.39 | 510,179 | I | By Southern Nevada Capital Corporation <u>(1)</u> |
| Common Stock, Par Value \$0.01 per share | 12/01/2006 | S | 8,747 | D | \$ 24.4 | 501,432 | I | By Southern Nevada Capital Corporation <u>(1)</u> |
| Common Stock, Par Value \$0.01 per share | 12/01/2006 | S | 1,200 | D | \$ 24.41 | 500,232 | I | By Southern Nevada Capital Corporation <u>(1)</u> |
| Common Stock, Par Value \$0.01 per share | 12/01/2006 | S | 500 | D | \$ 24.44 | 499,732 | I | By Southern Nevada Capital Corporation <u>(1)</u> |
| | 12/01/2006 | S | 426 | D | \$ 24.5 | 499,306 | I | |

| | | | | | | | | |
|--|------------|---|-----|---|----------|---------|---|--|
| Common Stock, Par Value \$0.01 per share | | | | | | | | By Southern Nevada Capital Corporation (1) |
| Common Stock, Par Value \$0.01 per share | 12/01/2006 | S | 200 | D | \$ 24.51 | 499,106 | I | By Southern Nevada Capital Corporation (1) |
| Common Stock, Par Value \$0.01 per share | 12/01/2006 | S | 99 | D | \$ 24.52 | 499,007 | I | By Southern Nevada Capital Corporation (1) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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 |
|--|--|
| Roesener Dale W C/O H&E EQUIPMENT SERVICES, INC. 11100 MEAD ROAD, SUITE 200 BATON ROUGE, LA 70816 | Director 10% Owner Officer V.P., Fleet Management |

Signatures

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

12/04/2006

__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).

Mr. Roesener may be deemed to share beneficial ownership of shares held by Southern Nevada Capital Corporation. Mr. Roesener (1) expressly disclaims beneficial ownership of any shares held by Southern Nevada Capital Corporation that exceed his pecuniary interest therein.

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.