BRUCKMANN BRUCE

Form 4

November 16, 2010

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**

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

Section 16.

subject to

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 * **BRUCKMANN BRUCE**

2. Issuer Name and Ticker or Trading Symbol

Issuer

H&E Equipment Services, Inc.

(Check all applicable)

5. Relationship of Reporting Person(s) to

[HEES]

11/15/2010

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

_X__ Director Officer (give title

10% Owner _ Other (specify

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)

X 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. Transactic Code (Instr. 8)	4. Securitie on(A) or Disp (Instr. 3, 4	osed o	of (D)	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	11/15/2010		J(1)	954,409	D		0	I	By BRSE Associates, Inc. (1)	
Common Stock, par value \$0.01	11/15/2010		J(2)	286,323	A	\$ 0	917,042	D		
Common Stock, par							190,882	I	By Bruce C. Bruckmann	

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value \$0.01			Family 1996 Trust (3)
Common Stock, par value \$0.01	73,344	I	By Bruce C. Bruckmann 1999 Gift Trust (4)
Common Stock, par value \$0.01	193,516	I	By BRSE LLC (5)
Common Stock, par value \$0.01	5,961	I	By BCB Family Partners, L.P. (6)
Common Stock, par value \$0.01	2,877	I	By NAZ Family Partners, L.P. (7)
Common Stock, par value \$0.01	34,148	I	By Nancy A. Zweng (8)

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. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BRUCKMANN BRUCE C/O H&E EQUIPMENT SERVICES, INC. 11100 MEAD ROAD, SUITE 200 BATON ROUGE, LA 70816



Signatures

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

11/16/2010

**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).
- Pro rata distributions from BRSE Associates, Inc. ("BRS Associates"), of which the Reporting Person is a stockholder and officer. The (1) Reporting Person expressly disclaims beneficial ownership of any shares held by BRS Associates that exceed his pecuniary interest
- (1) Reporting Person expressly disclaims beneficial ownership of any shares held by BRS Associates that exceed his pecuniary interest therein.
- (2) The Reporting Person received these shares in the distribution described in footnote (1) above.
- (3) 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.
- (4) These shares are held in a trust for the benefit of the Reporting Person's children. The Reporting Person is the trustee of the trust. The Reporting Person disclaims beneficial ownership of these shares.
- The Reporting Person is a member and manager of BRSE LLC and may be deemed to share beneficial ownership of shares held by BRSE LLC. The Reporting Person expressly disclaims beneficial ownership of any shares held by BRSE LLC that exceed his pecuinary interest therein.
- The Reporting Person 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. The Reporting Person expressly disclaims beneficial ownership of any shares held by BCB Family Partners, L.P.
- The Reporting Person 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. The Reporting Person expressly disclaims beneficial ownership of any shares held by NAZ Family Partners, L.P.
- (8) The Reporting Person 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. The Reporting Person expressly disclaims beneficial ownership of any shares held by Nancy A. Zweng.

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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