**Engquist John** Form 4 February 13, 2013

## FORM 4

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

OMB 3235-0287

Estimated average

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

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

Number: January 31, Expires: 2005

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

X\_\_ 10% Owner

See Instruction

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

(Last)

Stock, par

value \$0.01 per share

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 02/12/2013

(Check all applicable)

Chief Executive Officer

Other (specify X\_ Officer (give title below)

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line)

\_X\_\_ Director

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

D

6. Individual or Joint/Group Filing(Check

BATON ROUGE, LA 70809

02/13/2013

20.0712 3,924,422

(City)	(State)	(Zip) Tab	ole I - Non-Derivative Securities Acquired, Disposed of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) 5. Amount of 6.  Transaction Disposed of (D) Securities Ownership Code (Instr. 3, 4 and 5) Beneficially Form:  (Instr. 8) Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4) Code V Amount (D) Price	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	02/12/2013		S(1) 15,580 D \$ 3,927,917 D	
Common				

3,495

 $S^{(1)}$ 

#### Edgar Filing: Engquist John - Form 4

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)

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

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	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 02/13/2013

\*\*Signature of Reporting Person D

# **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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