Sawyer John Form 4 May 25, 2011

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005

Form 4 or Form 5

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

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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 *

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Sawyer John

H&E Equipment Services, Inc.

(Check all applicable)

[HEES]

(Last)

(Middle)

3. Date of Earliest Transaction

X_ Director 10% Owner Other (specify

(Month/Day/Year)

05/24/2011

Officer (give title

C/O H&E EQUIPMENT SERVICES, INC., 11100 MEAD

(First)

(Street)

RD., SUITE 200

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

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 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

Reported

5,305

6. Ownership 7. Nature of Indirect Form: Direct (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) Code V Amount (D)

Transaction(s) (Instr. 3 and 4)

Common

Stock, par 05/24/2011 value \$0.01

\$0 5.289 A 1,167 Α

Price

Common

(1)

Stock, par value \$0.01

D

I

By Sawyer Family Trust

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amoun	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative Securities		;		Securit	ies	(Instr. 5)	Bene
	Derivative						(Instr. 3	3 and 4)		Own	
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
				of (D)						(Instr	
					(Instr. 3,						Ì
					4, and 5)						
									A		
									Amount		
					I	Date Expiration Exercisable Date	Expiration		or		
							•		Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Sawyer John C/O H&E EQUIPMENT SERVICES, INC. 11100 MEAD RD., SUITE 200 BATON ROUGE, LA 70816

Signatures

/s/ W. Scott Bozzell Attorney-in-Fact 05/25/2011

**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).

X

(1) Restricted stock grant under the Company's 2006 Stock-Based Incentive Compensation Plan, as amended. The shares of restricted stock will vest over three years as follows: 389 shares on May 24, 2012; 389 shares on May 24, 2013; and 389 shares on May 24, 2014.

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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