

Jones John D  
Form 4  
May 17, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Jones John D

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)  
05/16/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
V.P., Corporate Services

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

(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 70809

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, par value \$0.01 per share	05/16/2013		S <sup>(1)</sup>	1,500 D	\$ 22.02	40,192	D
Common Stock, par value \$0.01 per share	05/16/2013		S <sup>(1)</sup>	1,300 D	\$ 22.01	38,892	D

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Common Stock, par value \$0.01 per share	05/16/2013	<u>S(1)</u>	1,000	D	\$ 22.05	37,892	D
Common Stock, par value \$0.01 per share	05/16/2013	<u>S(1)</u>	200	D	\$ 22	37,692	D
Common Stock, par value \$0.01 per share	05/16/2013	<u>S(1)</u>	99	D	\$ 22.09	37,593	D
Common Stock, par value \$0.01 per share	05/16/2013	<u>S(1)</u>	5,107	D	\$ 22	32,486	D
Common Stock, par value \$0.01 per share	05/16/2013	<u>S(1)</u>	100	D	\$ 22.06	32,386	D
Common Stock, par value \$0.01 per share	05/16/2013	<u>S(1)</u>	100	D	\$ 22.015	32,286	D
Common Stock, par value \$0.01 per share	05/16/2013	<u>S(1)</u>	1,400	D	\$ 22.04	30,886	D
Common Stock, par value \$0.01 per share	05/16/2013	<u>S(1)</u>	200	D	\$ 22.07	30,686	D

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.**

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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. Code (Instr. 8)	5. Transaction 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			
	Director	10% Owner	Officer	Other
Jones John D C/O H&E EQUIPMENT SERVICES, INC. 7500 PECUE LANE BATON ROUGE, LA 70809			V.P., Corporate Services	

## Signatures

/s/ W. Scott Bozzell  
Attorney-in-Fact  
05/17/2013

        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) 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.