

H&E Equipment Services, Inc.  
 Form 4  
 July 03, 2013

**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 \*  
 Magee Leslie S

(Last) (First) (Middle)

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

(Street)

BATON ROUGE, LA 70809

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 H&E Equipment Services, Inc.  
 [HEES]

3. Date of Earliest Transaction (Month/Day/Year)  
 07/01/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 CFO & Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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	07/01/2013		A <sup>(1)</sup>	8,050	A \$ 0	45,295	D
Common Stock, par value \$0.01 per share	07/01/2013		F <sup>(2)</sup>	1,011	D \$ 21.74	44,284	D
Common Stock, par	07/01/2013		F <sup>(2)</sup>	1,003	D \$ 21.74	43,281	D

value \$0.01  
per share

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

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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. 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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
				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

Magee Leslie S  
C/O H&E EQUIPMENT SERVICES, INC.  
7500 PECUE LANE  
BATON ROUGE, LA 70809

CFO & Secretary

## Signatures

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

07/03/2013

\_\_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) 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: 2,683 shares on July 1, 2014; 2,683 shares on July 1, 2015; and 2,684 shares on July 1, 2016.
- (2) Return of securities to the Company in payment of Reporting Person's tax liability in connection with the vesting of previously issued restricted stock.

## Edgar Filing: H&E Equipment Services, Inc. - Form 4

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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