

BRUCKMANN BRUCE  
Form 4  
May 26, 2010

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BRUCKMANN BRUCE

(Last) (First) (Middle)

C/O H&E EQUIPMENT  
SERVICES, INC., 11100 MEAD  
ROAD, SUITE 200

(Street)

BATON ROUGE, LA 70816

(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)  
05/25/2010

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)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|

Common  
Stock, par  
value \$0.01  
(1)

05/25/2010

A 1,506 A \$ 0 630,719 D

Common  
Stock, par  
value \$0.01

190,882 I

By Bruce C.  
Bruckmann  
Family 1996  
Trust (2)

Common  
Stock, par

73,344 I

By Bruce C.  
Bruckmann

|                                |         |   |  |                                             |
|--------------------------------|---------|---|--|---------------------------------------------|
| value \$0.01                   |         |   |  | 1999 Gift Trust <sup>(3)</sup>              |
| Common Stock, par value \$0.01 | 954,409 | I |  | By BRSE Associates, Inc. <sup>(4)</sup>     |
| Common Stock, par value \$0.01 | 193,516 | I |  | By BRSE LLC <sup>(5)</sup>                  |
| Common Stock, par value \$0.01 | 5,961   | I |  | By BCB Family Partners, L.P. <sup>(6)</sup> |
| Common Stock, par value \$0.01 | 2,877   | I |  | By NAZ Family Partners, L.P. <sup>(7)</sup> |
| Common Stock, par value \$0.01 | 34,148  | I |  | By Nancy A. Zweng <sup>(8)</sup>            |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                    | V (A) (D)                                                                                                             | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

# Edgar Filing: BRUCKMANN BRUCE - Form 4

Director   10% Owner   Officer   Other

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

## Signatures

/s/ W. Scott Bozzell                                              05/26/2010  
Attorney-in-Fact

\_\_\_\_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. The shares of restricted stock will vest over three years as follows: 502 shares on May 25, 2011; 502 shares on May 25, 2012; and 502 shares on May 25, 2013.
- (2) 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.
- (3) 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 may be deemed to share beneficial ownership of the shares held by this entity by virtue of his status as a
- (4) stockholder and officer of this entity. The Reporting Person expressly disclaims beneficial ownership of any shares held by BRSE Associates, Inc. that exceed his pecuniary interest therein.
- The Reporting Person is a member and manager of BRSE LLC and may be deemed to share beneficial ownership of shares held by BRSE
- (5) LLC. The Reporting Person expressly disclaims beneficial ownership of any shares held by BRSE LLC that exceed his pecuniary 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
- (6) 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
- (7) 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.  
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