ALESSI KEITH E

Form 4 June 06, 2006

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

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

Form 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 *

ALESSI KEITH E

(Last)

1.Title of

Security

(Instr. 3)

2. Issuer Name and Ticker or Trading

Symbol

H&E Equipment Services, Inc.

[HEES]

(Middle)

3. Date of Earliest Transaction (Month/Day/Year) 06/06/2006

110 WEST PRESTON STREET

(First)

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

X Form filed by One Reporting Person

below)

Issuer

X_ Director

Applicable Line)

Officer (give title

Form filed by More than One Reporting Person

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

LEXINGTON, VA 24450

(City) (State) (Zip)

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)

Code V Amount (D) Price

(A)

or

Securities Beneficially Owned Following Reported Transaction(s)

(Instr. 3 and 4)

5. Amount of

Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

6. Ownership

7. Nature of Indirect Ownership (Instr. 4)

10% Owner

Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and TransactionDerivative Derivative Conversion **Expiration Date** (Month/Day/Year) Execution Date, if or Exercise Code (Month/Day/Year) Security Securities any

7. Title and Amoun

Underlying Securiti

(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8		or Dispose (D) (Instr. 3, 4 and 5)	ed of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Non-qualified Stock Option (Right to Buy)	\$ 24.6	06/06/2006(1)		A		15,000		(2)	02/22/2016	Common Stock	15,0

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
ALESSI KEITH E								

110 WEST PRESTON STREET X LEXINGTON, VA 24450

Signatures

/s/ Keith E.
Alessi

**Signature of Reporting Person

O6/06/2006

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).
- The derivative securities were awarded on February 22, 2006 and subject to shareholder approval of the Issuer's Amended and Restated
- (1) 2006 Stock-Based Incentive Compensation Plan. Shareholders approved the Amended and Restated 2006 Stock-Based Incentive Compensation Plan on June 6, 2006.
- (2) The non-qualified stock options will vest in three equal parts over three years, on February 22, 2007, February 22, 2008 and February 22, 2009, respectively.

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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