

Barber Bradley W
Form 4
March 07, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Barber Bradley W

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)
03/05/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive V.P & COO

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

(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 70816

(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 Indirect Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock, par value \$0.01 per share | 03/05/2012 | | S | | 10,944 D \$ 20 | 72,539 | D |
| Common Stock, par value \$0.01 per share | 03/06/2012 | | S | | 7,553 D \$ 19.5 | 64,986 | D |
| Common Stock, par | 03/06/2012 | | S | | 200 D \$ 19.51 | 64,786 | D |

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| | | | | | | | |
|---|------------|---|-------|---|-------------|--------|---|
| value \$0.01 per share | | | | | | | |
| Common Stock, par value \$0.01 per share | 03/06/2012 | S | 1,400 | D | \$ 19.52 | 63,386 | D |
| Common Stock, par value \$0.01 per share | 03/06/2012 | S | 400 | D | \$ 19.53 | 62,986 | D |
| Common Stock, par value \$0.01 per share | 03/06/2012 | S | 600 | D | \$ 19.54 | 62,386 | D |
| Common Stock, par value \$0.01 per share | 03/06/2012 | S | 103 | D | \$ 19.56 | 62,283 | D |
| Common Stock, par value \$0.01 per share | 03/06/2012 | S | 100 | D | \$ 19.57 | 62,183 | D |
| Common Stock, par value \$0.01 per share | 03/06/2012 | S | 100 | D | \$ 19.59 | 62,083 | D |
| Common Stock, par value \$0.01 per share | 03/06/2012 | S | 3,000 | D | \$ 19.58 | 59,083 | D |
| Common Stock, par value \$0.01 per share | 03/06/2012 | S | 100 | D | \$ 19.61 | 58,983 | D |
| Common Stock, par value \$0.01 per share | 03/06/2012 | S | 100 | D | \$ 19.63 | 58,883 | D |
| Common Stock, par value \$0.01 per share | 03/06/2012 | S | 200 | D | \$ 19.64 | 58,683 | D |
| Common Stock, par value \$0.01 | 03/06/2012 | S | 200 | D | \$ 19.65 | 58,483 | D |

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 (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Barber Bradley W C/O H&E EQUIPMENT SERVICES, INC. 11100 MEAD ROAD, SUITE 200 BATON ROUGE, LA 70816 | | | Executive V.P & COO | |

Signatures

/s/ W. Scott Bozzell
Attorney-in-Fact
Date: 03/07/2012

**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).

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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