

H&E Equipment Services, Inc.  
 Form 4  
 December 04, 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 \*  
 Bagley Gary 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)  
 12/03/2013

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

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. Code	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)		
			Code	V	Amount	(D)	Price		
Common Stock, par value \$0.01 per share	12/03/2013		S	400	D	\$ 28.3	200,573	I	By Bagley Family Investments, L.L.C. (1)
Common Stock, par value \$0.01 per share	12/03/2013		S	300	D	\$ 28.32	200,273	I	By Bagley Family Investments, L.L.C. (1)

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Common Stock, par value \$0.01 per share	12/03/2013	S	100	D	\$ 28.33	200,173	I	By Bagley Family Investments, L.L.C. <u>(1)</u>
Common Stock, par value \$0.01 per share	12/03/2013	S	100	D	\$ 28.35	200,073	I	By Bagley Family Investments, L.L.C. <u>(1)</u>
Common Stock, par value \$0.01 per share	12/03/2013	S	100	D	\$ 28.39	199,973	I	By Bagley Family Investments, L.L.C. <u>(1)</u>
Common Stock, par value \$0.01 per share	12/03/2013	S	600	D	\$ 28.4	199,373	I	By Bagley Family Investments, L.L.C. <u>(1)</u>
Common Stock, par value \$0.01 per share	12/03/2013	S	3,400	D	\$ 28.43	195,973	I	By Bagley Family Investments, L.L.C. <u>(1)</u>
Common Stock, par value \$0.01 per share	12/03/2013	S	400	D	\$ 28.44	195,573	I	By Bagley Family Investments, L.L.C. <u>(1)</u>
Common Stock, par value \$0.01 per share	12/03/2013	S	1,200	D	\$ 28.45	194,373	I	By Bagley Family Investments, L.L.C. <u>(1)</u>
Common Stock, par value \$0.01 per share	12/03/2013	S	800	D	\$ 28.47	193,573	I	By Bagley Family Investments, L.L.C. <u>(1)</u>
Common Stock, par value \$0.01 per share	12/03/2013	S	800	D	\$ 28.485	192,773	I	By Bagley Family Investments, L.L.C. <u>(1)</u>
						117,398	D	

Common  
Stock, par  
value  
\$0.01 per  
share

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 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 Owned Following Transaction (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bagley Gary W C/O H&E EQUIPMENT SERVICES, INC. 7500 PECUE LANE BATON ROUGE, LA 70809	X			

## Signatures

/s/ W. Scott Bozzell  
Attorney-in-Fact  
Date 12/04/2013

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)

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Mr. Bagley may be deemed to beneficially own shares held by Bagley Family Investments, L.L.C. Mr. Bagley disclaims beneficial ownership of any units held by this entity that exceed his pecuniary interest therein.

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.