

Barber Bradley W
 Form 4
 March 07, 2012

FORM 4

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

OMB APPROVAL

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

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

(Last) (First) (Middle)

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

3. Date of Earliest Transaction (Month/Day/Year)
 03/05/2012

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.

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 Beneficially Owned Following Reported Transaction (Instr. 6)
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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

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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