

BRUCKMANN BRUCE
Form 4/A
April 08, 2010

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 *
BRUCKMANN BRUCE

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)
09/23/2008

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

C/O 126 EAST 56TH STREET, 29TH FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
09/23/2008

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10022

(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 Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01	09/23/2008		J		190,882	A	\$ 0	190,882	I	By Bruce C. Bruckmann Family 1996 Trust ⁽¹⁾
Common Stock, par value \$0.01	09/23/2008		J		73,344	A	\$ 0	73,344	I	By Bruce C. Bruckmann 1999 Gift Trust ⁽²⁾
Common Stock, par value					0			0	I	By Harold O. Rosser ⁽³⁾

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\$0.01

Common
Stock, par
value
\$0.01

0

I

By H. Virgil
Sherrill ⁽³⁾

Common
Stock, par
value
\$0.01

0

I

By Stephen
C. Sherrill
⁽³⁾

Common
Stock, par
value
\$0.01

0

I

By Paul D.
Kaminski ⁽³⁾

Common
Stock, par
value
\$0.01

0

I

By John
Rice
Edmonds ⁽³⁾

Common
Stock, par
value
\$0.01

0

I

By Marilena
Tibrea ⁽³⁾

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.

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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)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRUCKMANN BRUCE C/O 126 EAST 56TH STREET 29TH FLOOR NEW YORK, NY 10022	X			

Signatures

/s/ W. Scott Bozzell Attorney-in-Fact	04/08/2010
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__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).

This amendment on Form 4/A (the "Amendment") to the Form 4 originally filed on September 23, 2008, as amended by a Form 4/A filed on April 8, 2009 (as amended, the "Original Form 4"), amends the beneficial owner of these shares. These shares, which were incorrectly reported as held by Bruce C. Bruckmann 1999 Gift Trust, are held by Bruce C. Bruckmann Family 1996 Trust 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.

- (1) reported as held by Bruce C. Bruckmann 1999 Gift Trust, are held by Bruce C. Bruckmann Family 1996 Trust 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.

- (2) In connection with the correction described in footnote (1) above, this Amendment amends the amount of securities beneficially owned by this trust. 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.
- (3) This Amendment is being filed to remove these shares from the Reporting Person's beneficial ownership. These shares were originally reported as being held indirectly by the Reporting Person by virtue of his holding a power of attorney for the beneficial owner. The power of attorney was terminated in connection with the distributions described in the Original Form 4 and the Reporting Person does not have beneficial ownership of the shares as originally reported.

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.