

Roesener Dale W  
 Form 4  
 December 05, 2006

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

OMB APPROVAL

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**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 \*  
 Roesener Dale 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)  
 12/04/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 V.P., Fleet Management

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, Par Value \$0.01 per share	12/04/2006		S		300	D	\$ 24.3	498,707	I	By Southern Nevada Capital Corporation (1)
Common Stock, Par Value \$0.01 per share	12/04/2006		S		400	D	\$ 24.38	498,307	I	By Southern Nevada Capital Corporation (1)

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Common Stock, Par Value	12/04/2006	S	500	D	\$ 24.4	497,807	I	By Southern Nevada Capital Corporation <u>(1)</u>
\$0.01 per share								
Common Stock, Par Value	12/04/2006	S	1,000	D	\$ 24.45	496,807	I	By Southern Nevada Capital Corporation <u>(1)</u>
\$0.01 per share								
Common Stock, Par Value	12/04/2006	S	800	D	\$ 24.47	496,007	I	By Southern Nevada Capital Corporation <u>(1)</u>
\$0.01 per share								
Common Stock, Par Value	12/04/2006	S	1,440	D	\$ 24.5	494,567	I	By Southern Nevada Capital Corporation <u>(1)</u>
\$0.01 per share								
Common Stock, Par Value	12/04/2006	S	1,207	D	\$ 24.51	493,360	I	By Southern Nevada Capital Corporation <u>(1)</u>
\$0.01 per share								
Common Stock, Par Value	12/04/2006	S	500	D	\$ 24.52	492,860	I	By Southern Nevada Capital Corporation <u>(1)</u>
\$0.01 per share								
Common Stock, Par Value	12/04/2006	S	1,077	D	\$ 24.53	491,783	I	By Southern Nevada Capital Corporation <u>(1)</u>
\$0.01 per share								
Common Stock, Par Value	12/04/2006	S	4,400	D	\$ 24.54	487,383	I	By Southern Nevada Capital Corporation <u>(1)</u>
\$0.01 per share								
Common Stock, Par Value	12/04/2006	S	4,248	D	\$ 24.55	483,135	I	By Southern Nevada Capital Corporation <u>(1)</u>
\$0.01 per share								
	12/04/2006	S	1,100	D		482,035	I	

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Common Stock, Par Value \$0.01 per share					\$ 24.56			By Southern Nevada Capital Corporation <u>(1)</u>
Common Stock, Par Value \$0.01 per share	12/04/2006	S	1,740	D	\$ 24.57	480,295	I	By Southern Nevada Capital Corporation <u>(1)</u>
Common Stock, Par Value \$0.01 per share	12/04/2006	S	2,909	D	\$ 24.58	477,386	I	By Southern Nevada Capital Corporation <u>(1)</u>
Common Stock, Par Value \$0.01 per share	12/04/2006	S	2,200	D	\$ 24.59	475,186	I	By Southern Nevada Capital Corporation <u>(1)</u>
Common Stock, Par Value \$0.01 per share	12/04/2006	S	4,073	D	\$ 24.6	471,113	I	By Southern Nevada Capital Corporation <u>(1)</u>
Common Stock, Par Value \$0.01 per share	12/04/2006	S	1,706	D	\$ 24.61	469,407	I	By Southern Nevada Capital Corporation <u>(1)</u>
Common Stock, Par Value \$0.01 per share	12/04/2006	S	1,000	D	\$ 24.63	468,407	I	By Southern Nevada Capital Corporation <u>(1)</u>
Common Stock, Par Value \$0.01 per share	12/04/2006	S	400	D	\$ 24.65	468,007	I	By Southern Nevada Capital Corporation <u>(1)</u>

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

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