

ARNOLD PAUL
Form 4
August 23, 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 *
ARNOLD PAUL

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)
08/22/2012

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

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 or Price		
Common Stock, par value \$0.01	08/22/2012		P		100 A \$ 18.6	14,345	D
Common Stock, par value \$0.01	08/22/2012		P		1,400 A \$ 18.6	15,745	D
Common Stock, par value \$0.01	08/22/2012		P		2,000 A \$ 18.6	17,745	D

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Common Stock, par value \$0.01	08/22/2012	P	200	A	\$ 18.6	17,945	D
Common Stock, par value \$0.01	08/22/2012	P	95	A	\$ 18.75	18,040	D
Common Stock, par value \$0.01	08/22/2012	P	405	A	\$ 18.75	18,445	D
Common Stock, par value \$0.01	08/22/2012	P	100	A	\$ 18.75	18,545	D
Common Stock, par value \$0.01	08/22/2012	P	100	A	\$ 18.75	18,645	D
Common Stock, par value \$0.01	08/22/2012	P	400	A	\$ 18.75	19,045	D
Common Stock, par value \$0.01	08/22/2012	P	500	A	\$ 18.75	19,545	D
Common Stock, par value \$0.01	08/22/2012	P	100	A	\$ 18.75	19,645	D
Common Stock, par value \$0.01	08/22/2012	P	400	A	\$ 18.75	20,045	D
Common Stock, par value \$0.01	08/22/2012	P	400	A	\$ 18.75	20,445	D
Common Stock, par value \$0.01	08/22/2012	P	100	A	\$ 18.75	20,545	D
Common Stock, par value \$0.01	08/22/2012	P	95	A	\$ 18.75	20,640	D
Common Stock, par value \$0.01	08/22/2012	P	100	A	\$ 18.75	20,740	D
Common Stock, par value \$0.01	08/22/2012	P	5	A	\$ 18.75	20,745	D
Common Stock, par	08/22/2012	P	500	A	\$ 18.75	21,245	D

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value \$0.01								
Common Stock, par value \$0.01	08/22/2012	P	81	A	\$ 18.63	21,326	D	
Common Stock, par value \$0.01	08/22/2012	P	700	A	\$ 18.75	22,026	D	
Common Stock, par value \$0.01	08/22/2012	P	500	A	\$ 18.7	22,526	D	
Common Stock, par value \$0.01	08/22/2012	P	519	A	\$ 18.73	23,045	D	
Common Stock, par value \$0.01	08/22/2012	P	200	A	\$ 18.66	23,245	D	
Common Stock, par value \$0.01	08/22/2012	P	300	A	\$ 18.66	23,545	D	
Common Stock, par value \$0.01	08/22/2012	P	100	A	\$ 18.62	23,645	D	
Common Stock, par value \$0.01	08/22/2012	P	100	A	\$ 18.62	23,745	D	
Common Stock, par value \$0.01	08/22/2012	P	500	A	\$ 18.62	24,245	D	

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)	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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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(Instr. 3,
4, and 5)

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

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ARNOLD PAUL
C/O H&E EQUIPMENT SERVICES, INC.
11100 MEAD ROAD, SUITE 200
BATON ROUGE, LA 70816

X

Signatures

/s/ W. Scott Bozzell
Attorney-in-Fact

08/23/2012

 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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