

H&E Equipment Services, Inc.  
 Form 4  
 March 19, 2008

**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 \*  
 Magee Leslie S

(Last) (First) (Middle)

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

(Street)

BATON ROUGE, LA 70816

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 H&E Equipment Services, Inc.  
 [HEES]

3. Date of Earliest Transaction (Month/Day/Year)  
 03/18/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

**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)
			(A)	(D)				
Common Stock, Par Value \$0.01 per share	03/18/2008		P	V	100 A	\$ 12.88 31,172	D	
Common Stock, Par Value \$0.01 per share	03/18/2008		P	V	100 A	\$ 12.9 31,272	D	

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Common Stock, Par Value \$0.01 per share	03/18/2008	P	100	A	\$ 12.89	31,372	D
Common Stock, Par Value \$0.01 per share	03/18/2008	P	100	A	\$ 12.9	31,472	D
Common Stock, Par Value \$0.01 per share	03/18/2008	P	100	A	\$ 12.9	31,572	D
Common Stock, Par Value \$0.01 per share	03/18/2008	P	100	A	\$ 12.9	31,672	D
Common Stock, Par Value \$0.01 per share	03/18/2008	P	500	A	\$ 12.9	32,172	D
Common Stock, Par Value \$0.01 per share	03/18/2008	P	100	A	\$ 12.98	32,272	D
Common Stock, Par Value \$0.01 per share	03/18/2008	P	300	A	\$ 12.98	32,572	D
Common Stock, Par Value \$0.01 per share	03/18/2008	P	100	A	\$ 13.23	32,672	D
Common Stock, Par Value \$0.01 per share	03/18/2008	P	100	A	\$ 13.23	32,772	D
	03/18/2008	P	100	A		32,872	D

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Common Stock, Par Value \$0.01 per share					\$ 13.23		
Common Stock, Par Value \$0.01 per share	03/18/2008	P	200	A	\$ 13.24	33,072	D
Common Stock, Par Value \$0.01 per share	03/18/2008	P	100	A	\$ 13.24	33,172	D
Common Stock, Par Value \$0.01 per share	03/18/2008	P	200	A	\$ 13.24	33,372	D
Common Stock, Par Value \$0.01 per share	03/18/2008	P	200	A	\$ 13.24	33,572	D
Common Stock, Par Value \$0.01 per share	03/18/2008	P	1,000	A	\$ 13.24	34,572	D
Common Stock, Par Value \$0.01 per share	03/18/2008	P	65	A	\$ 13.18	34,637	D
Common Stock, Par Value \$0.01 per share	03/18/2008	P	100	A	\$ 13.2	34,737	D
Common Stock, Par Value \$0.01 per share	03/18/2008	P	100	A	\$ 13.19	34,837	D
	03/18/2008	P	200	A	\$ 13.2	35,037	D

Common  
Stock, Par  
Value  
\$0.01 per  
share

Common  
Stock, Par  
Value 03/18/2008 P 100 A \$ 13.2 35,137 D  
\$0.01 per  
share

Common  
Stock, Par  
Value 03/18/2008 P 35 A \$ 13.2 35,172 D  
\$0.01 per  
share

Common  
Stock, Par  
Value 03/18/2008 P 400 A \$ 13.2 35,572 D  
\$0.01 per  
share

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

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director   10% Owner   Officer   Other

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

CFO & Secretary

## Signatures

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

03/19/2008

\_\_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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