

BRUCKMANN BRUCE
Form 4/A
April 08, 2009

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, Par Value \$0.01	09/23/2008		J ⁽¹⁾		107,959 ⁽²⁾	A	\$ 0
					300,505 ⁽²⁾	D	
Common Stock, Par Value \$0.01	09/23/2008		J ⁽³⁾		319,198	A	\$ 0
					619,703 ⁽²⁾	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) (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. 5)
				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
Date: 04/08/2009

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).
- (1) Pro rata distributions from Bruckmann, Rosser, Sherrill & Co., L.P. ("BRS"), of which the Reporting Person is a limited partner, and after such distribution from BRS, from BRS Partners, Limited Partnership ("BRS Partners"), which is the general partner of BRS and of which the Reporting Person is a limited partner, to their respective limited partners.
- (2) This amendment on Form 4/A to the Form 4 originally filed on September 23, 2008 (the "Original Form 4") is made solely to correct, for the lines indicated, (i) the amount of shares originally reported as acquired and (ii) the amount of shares originally reported as beneficially owned on such date following such transactions. Except for the foregoing, no new or revised transactions or holdings are being reported. All other information in the Original Form 4, including the Explanation of Responses set forth therein, remains the same.
- (3) Pro rata distributions from Bruckmann, Rosser, Sherrill & Co. II, L.P. ("BRS II"), of which the Reporting Person is a limited partner, and after such distribution from BRS II, from BRSE, LLC ("BRSE"), which is the general partner of BRS II and of which the Reporting

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Person is a member, and from Bruckmann, Rosser, Sherrill & Co., LLC ("BRS LLC"), which is the manager of BRSE and of which the Reporting Person is a member, to their respective limited partners.

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.