**Engquist John** Form 4/A February 07, 2006

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**SECURITIES** 

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations

may continue. See Instruction

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(b).

1. Name and Address of Reporting Person \* **Engquist John** 

(Last) (First) (Middle)

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

(Street)

BATON ROUGE, LA 70816

(State)

2. Issuer Name and Ticker or Trading

Symbol

H&E Equipment Services, Inc. [HEES]

3. Date of Earliest Transaction

4. If Amendment, Date Original

Filed(Month/Day/Year)

02/06/2006

(Month/Day/Year) 02/03/2006

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

\_X\_\_ Director X\_\_ 10% Owner X\_ Officer (give title Other (specify

below) CEO & President

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

(Zip)

3. Code (Instr. 8)

4. Securities Acquired (A) 5. Amount of Transactionr Disposed of (D) (Instr. 3, 4 and 5)

Securities Beneficially Owned Following

Ownership Form: Direct (D) or Indirect

D

Indirect Beneficial Ownership (Instr. 4)

7. Nature of

(A) or Price (D)

Transaction(s) (Instr. 4) (Instr. 3 and 4)

Reported

Common Stock, Par

share

(City)

Value 02/03/2006

\$0.01 per

J(1)

Code V

4.511.250 (1) Α

Amount

4,511,250

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

SEC 1474 (9-02)

### Edgar Filing: Engquist John - Form 4/A

### number.

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Tit	le of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Deriv	ative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber Expiration Date		ate	Amou	nt of	Derivative	Deriv	
Secur	ity	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)		Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
		Derivative				Securities	Securities		(Instr. 3 and 4)		Own	
		Security				Acquired	juired				Follo	
		•				(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						
						4, and 5)						
										Amount		
										Amount		
							Date	Expiration		Or		
							Exercisable	Date		Number of		
					C-J- V	(A) (D)						
					Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
Engquist John							
C/O H&E EQUIPMENT SERVICES, INC. 11100 MEAD ROAD, SUITE 200	X	X	CEO & President				
BATON ROUGE, LA 70816							

## **Signatures**

/s/ John
Engquist

\*\*Signature of Reporting Person

O2/07/2006

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).

Securities acquired by the Reporting Person pursuant to conversion of units of H&E Holdings L.L.C. ("Holdings") previously held by the

(1) Reporting Person. In connection with the initial public offering of H&E Equipment Services, Inc. (the "Company"), Holdings was merged with and into the Company.

### **Remarks:**

This amendment is filed to correct a Form 4 filed on February 6, 2006, which listed an acquisition by the Reporting Person of 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.

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