

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Magee Leslie S</u> (Last) (First) (Middle) C/O H&E EQUIPMENT SERVICES, INC. 7500 PECUE LANE (Street) BATON LA 70809 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>H&E Equipment Services, Inc. [HEES]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CFO & Secretary
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/27/2025</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	05/27/2025		A		19,378 ⁽¹⁾	A	\$0	167,155	D	
Common Stock, par value \$0.01 per share	05/27/2025		F		15,436 ⁽²⁾	D	\$95.46	151,719	D	
Common Stock, par value \$0.01 per share	06/02/2025		D		151,719	D	⁽³⁾	0	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- Issuance of shares in connection with the accelerated vesting of the Reporting Person's 2023 Performance Award and 2024 Performance Award (the "PSUs") previously granted under the Company's Amended and Restated 2016 Stock-Based Incentive Compensation Plan (the "2016 Plan").
- Disposition of securities to the Issuer in satisfaction of the Reporting Person's tax liability in connection with the accelerated vesting of the PSUs and the accelerated vesting of restricted stock awards previously granted to the Reporting Person under the 2016 Plan.
- Pursuant to the Agreement and Plan of Merger (the "Merger Agreement") dated as of February 19, 2025, entered into between the Issuer, Herc Holdings Inc. ("Parent") and Parent's wholly-owned subsidiary, HR Merger Sub Inc., these shares of common stock were disposed of upon consummation of the Merger (as defined in the Merger Agreement), or in the related preceding Offer (as defined in the Merger Agreement), in exchange for, on a per-share basis, (i) \$78.75 in cash and (ii) 0.1287 shares of Parent common stock, in each case, without interest and less any applicable withholding taxes. The Acquisition closed on June 2, 2025.

/s/ Leslie S. Magee

06/02/2025

** Signature of Reporting Person

Date

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

* 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.

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 Number.