

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): June 30, 2008

**H&E Equipment Services, Inc.**

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction  
of incorporation)

000-51759

(Commission  
File Number)

81-0553291

(I.R.S. Employer  
Identification No.)

11100 Mead Road, Suite 200, Baton  
Rouge, Louisiana

(Address of principal executive offices)

70816

(Zip Code)

Registrant's telephone number, including area code: (225) 298-5200

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On June 30, 2008, the Compensation Committee of the Board of Directors of H&E Equipment Services, Inc. (the "Company") approved restricted stock grant awards to the following named executive officers in connection with other awards made to the employees under the Company's 2006 Stock-Based Incentive Compensation Plan:

Name	Title	Number of Shares
John M. Engquist	President & CEO	8,299
Bradley W. Barber	Chief Operating Officer	4,742
Leslie S. Magee	CFO & Secretary	3,952
John D. Jones	V.P. Product Support	2,496

The fair value of each of the restricted awards is \$12.02 per share, the closing price of the Company's common stock as reported on the NASDAQ Global Market on the date of grant. Each of the restricted stock awards vests over three years in equal one-third increments on the anniversary date of the stock grant.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

H&E Equipment Services, Inc.

*July 2, 2008*

By: /s/ Leslie S. Magee

*Name: Leslie S. Magee*

*Title: CFO & Secretary*