

H&E Equipment Services, Inc.
Form DEFA14A
May 15, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
Proxy Statement pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No. __)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

H&E EQUIPMENT SERVICES, INC.

(Name of Registrant as Specified in its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- o Fee paid previously with preliminary materials.

 - o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:

 - (2) Form, Schedule or Registration Statement No.:

 - (3) Filing Party:

 - (4) Date Filed:
-

Label Area 4 x 1 1/2

**H&E Equipment Services, Inc.
11100 Mead Road, Suite 200
Baton Rouge, LA 70816
NOTICE OF ANNUAL MEETING
OF STOCKHOLDERS
to be held on
Tuesday, June 2, 2009**

Dear Stockholder,

The 2009 Annual Meeting of Stockholders of H&E Equipment Services, Inc. will be held at the Hilton Baton Rouge Capitol Center Hotel, The Governor's Room, 201 Lafayette Street, Baton Rouge, LA 70801, on Tuesday, June 2, 2009, at 8:00 AM (Central Daylight time).

Proposals to be considered at the Annual Meeting:

- (1) to elect seven Directors to serve until the 2010 Annual Meeting of Stockholders of the Company.
- (2) to ratify the appointment of BDO Seidman, LLP as the Company's Independent Registered Public Accounting Firm for the year ending December 31, 2009

Management recommends a vote **FOR** : Items 1 and 2.

*Stockholders are cordially invited to attend the Annual Meeting and vote in person.

You May Vote Your Proxy When You View The Materials On The Internet. You Will Be Asked To Follow The Prompts To Vote Your Shares.

Your electronic vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed, dated and returned the proxy card.

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INTENTIONALLY**

The Proxy Materials are available for review at:

<http://www.cstproxy.com/he-equipment/2009>

Vote Your Proxy on the Internet:

Go to www.continentalstock.com

Have your notice available when you access the above website. Follow the prompts to vote your shares.

**COMPANY ID:
PROXY NUMBER:
ACCOUNT NUMBER:**

H&E Equipment Services, Inc.

11100 Mead Road, Suite 200, Baton Rouge, LA 70816

Important Notice Regarding the Availability Of Proxy Materials For the Stockholder Meeting to Be Held On Tuesday, June 2, 2009

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet.

We encourage you to access and review all of the important information contained in the proxy materials before voting.

If you would like to receive a paper or e-mail copy of these documents, ***you must request one***. There is no charge for such documents to be mailed to you. Please make your request for a copy as instructed below on or before May 26, 2009 to facilitate a timely delivery.

The following Proxy Materials are available to you to review at: <http://www.cstproxy.com/he-equipment/2009>

- the Company's Annual Report for the year ended December 31, 2008.
- the Company's 2009 Proxy Statement (including all attachments thereto).
- the Proxy Card.
- any amendments to the foregoing materials that are required to be furnished to stockholders.

ACCESSING YOUR PROXY MATERIALS ONLINE

Have this notice available when you request a paper copy of the proxy materials or to vote your proxy electronically. You must reference your company ID, 9-digit proxy number and 10-digit account number.

REQUESTING A PAPER COPY OF THE PROXY MATERIALS

By telephone please call 1-888-221-0690

or

By logging on to <http://www.cstproxy.com/he-equipment/2009>

or

By email at: proxy@continentalstock.com

Please include the company name and your account number in the subject line.