

WERNER ENTERPRISES INC
 Form 4
 December 02, 2014

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 *
 JOHNSON JAMES LYNN

2. Issuer Name and Ticker or Trading Symbol
 WERNER ENTERPRISES INC
 [WERN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 P.O. BOX 45308
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/28/2014

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Exec VP - Chief Acctg Officer

OMAHA, NE 68145

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

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		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	01/03/2014		A	V	241.788	A	\$ 24.5432	45,167.365	D	
Common Stock	01/21/2014		A	V	18.077	A	\$ 26.637	45,185.442	D	
Common Stock	04/02/2014		A	V	97.598	A	\$ 26.0778	45,283.04	D	
Common Stock	05/06/2014		A	V	19.723	A	\$ 25.3202	45,302.763	D	
Common Stock	07/03/2014		A	V	112.527	A	\$ 26.6251	45,415.29	D	

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Common Stock	07/22/2014	A	V	19.245	A	\$ 26.0005	45,434.535	D
Common Stock	10/06/2014	A	V	103.484	A	\$ 24.7999	45,538.019	D
Common Stock	10/21/2014	A	V	19.698	A	\$ 25.737	45,557.717	D
Common Stock	11/28/2014	F		388 <u>(1)</u>	D	\$ 31.02	45,169.717	D
Common Stock	11/29/2014	F		517 <u>(2)</u>	D	\$ 31.02	44,652.717	D
Common Stock	11/30/2014	F		647 <u>(3)</u>	D	\$ 31.02	44,005.717	D
Common Stock	12/01/2014	F		647 <u>(4)</u>	D	\$ 30.43	43,358.717	D

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

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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. 3)
Stock Options (Right to Buy)	\$ 17.18					<u>(5)</u> 11/30/2017	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

JOHNSON JAMES LYNN
P.O. BOX 45308
OMAHA, NE 68145

Exec VP - Chief Acctg Officer

Signatures

/s/ James L.

Johnson

12/02/2014

**Signature of
Reporting Person

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).
- (1) Represents shares required to satisfy tax withholding obligations in connection with the vesting of 1,200 shares of restricted stock granted to the Reporting Person on November 28, 2011.
- (2) Represents shares required to satisfy tax withholding obligations in connection with the vesting of 1,600 shares of restricted stock granted to the Reporting Person on November 29, 2012.
- (3) Represents shares required to satisfy tax withholding obligations in connection with the vesting of 2,000 shares of restricted stock granted to the Reporting Person on November 30, 2010.
- (4) Represents shares required to satisfy tax withholding obligations in connection with the vesting of 2,000 shares of restricted stock granted to the Reporting Person on December 01, 2009.
- (5) Stock options become exercisable in the following percentages at the specified number of months from grant date: 15% at 24 months; 20% each at 36, 48, and 60 months; and 25% at 72 months.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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