Edgar Filing: WERNER ENTERPRISES INC - Form 4

WERNER ENTERPRISES INC							
Form 4 May 11, 2017							
		OMB APPROVAL					
UNITED STATES	S SECURITIES AND EXCHANGE (Washington, D.C. 20549	Number: 3235-0287					
Check this box if no longer STATEMENT O	F CHANGES IN BENEFICIAL OW	Expires: January 31, 2005					
subject to STATEMENTO. Section 16. Form 4 or	Estimated average burden hours per						
Form 5 Filed pursuant to S	Section 16(a) of the Securities Exchange	•					
obligations may continue.Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 1(b).1(b).							
(Print or Type Responses)							
1. Name and Address of Reporting Person <u>*</u> BIRD KENNETH M	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	3. Date of Earliest Transaction (Month/Day/Year) 05/09/2017	_X_ Director10% Owner Officer (give titleOther (specify below)below)					
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check					
OMAHA, NE 68145	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City) (State) (Zip)	Table I. Non Dorivative Securities Acc						
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Dee Execution any		Juired, Disposed of, or Beneficially Owned5. Amount of Securities6. Ownership Form: Direct7. Nature of IndirectBeneficially Owned(D) orBeneficial BeneficialOwnedIndirect (I) Indirect (I)Ownership Following (Instr. 4)Following Transaction(s)(Instr. 4)					
Common 05/09/2017 Stock	Code V Amount (D) Price A $\frac{1,934}{(1)}$ A $\$ 0$	(Instr. 3 and 4) 8,034 D					

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 number.

 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)	3. Transaction Date (Month/Day/Year)	4. Transact Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	Date	Amou Unde Secur	le and unt of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
		Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Addres	Relationships				
	Director	10% Owner	Officer	Other	
BIRD KENNETH M P.O. BOX 45308 OMAHA, NE 68145	Х				
Signatures					
/s/ Kenneth M. Bird)5/11/2017				
**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).
- Restricted Stock awarded May 9, 2017 under stockholder approved equity plan. This award shall vest subject to continued Board service, (1) 34% on May 9, 2018 (1 year after the grant date) and two annual increments of 33% each beginning May 9, 2019. The award will become fully vested on May 9, 2020.

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.