

WERNER ENTERPRISES INC
Form 4
January 30, 2008

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 *
CUSHMAN DANIEL H

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)
01/28/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Former Sr Exec VP-Chf Mkg Ofcr

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 (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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	01/04/2007		A	V 67.6317 A \$ 18.7619	562.9654	D	
Common Stock	01/23/2007		A	V 0.8657 A \$ 18.54	563.8311	D	
Common Stock	04/03/2007		A	V 80.1006 A \$ 18.4955	643.9317	D	
Common Stock	05/01/2007		A	V 1.1036 A \$ 18.91	645.0353	D	
Common Stock	07/03/2007		A	V 61.963 A \$ 20.6512	706.9983	D	

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Common Stock	07/17/2007		A	V	1.1239	A	\$ 20.6595	708.1222	D	
Common Stock	10/02/2007		A	V	85.7934	A	\$ 17.4123	793.9156	D	
Common Stock	10/16/2007		A	V	1.403	A	\$ 18.1758	795.3186	D	
Common Stock	01/07/2008		A	V	80.0822	A	\$ 15.8466	875.4008	D	
Common Stock	01/28/2008		M		22,918	A	\$ 7.35	23,793.4008	D	
Common Stock	01/28/2008		M		27,082	A	\$ 7.6124	50,875.4008	D	
Common Stock	01/28/2008		S		50,000	D	\$ 19.2189	875.4008	D	
Common Stock								140	I	Custodian for son

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

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(9-02)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 8.9624					10/13/2000	04/14/2009	Common Stock	2,917
Stock Options (Right to buy)	\$ 9.2624					10/08/2000	04/09/2009	Common Stock	8,750
Stock Options	\$ 9.7739					09/28/2003	09/29/2011	Common Stock	66,668

(Right to buy)

Stock Options (Right to buy)	\$ 16.68				(1)	10/22/2015	Common Stock	35,000
Stock Options (Right to buy)	\$ 17.18				(2)	11/30/2017	Common Stock	25,000
Stock Options (Right to buy)	\$ 18.33					05/19/2006 05/20/2014	Common Stock	100,000
Stock Options (Right to buy)	\$ 7.35	01/28/2008		M		22,918 12/20/2001 12/21/2009	Common Stock	22,918
Stock Options (Right to buy)	\$ 7.6124	01/28/2008		M		27,082 09/19/2002 09/20/2010	Common Stock	27,082

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CUSHMAN DANIEL H P.O. BOX 45308 OMAHA, NE 68145			Former Sr Exec VP-Chf Mkg Ofcr	

Signatures

DanielH.Cushman 01/30/2008

**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).
- (2) 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.
- (1) Stock options become exercisable in the following percentages at the specified number of months from grant date: 25% at 24 months; 20% each at 36, 48, and 60 months; and 15% 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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