

WERNER GARY L  
Form 4  
July 28, 2009

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
WERNER GARY L

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)

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/27/2009

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below) Vice Chairman

P.O. BOX 45308

(Street)

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

OMAHA, NE 68145

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial<br>Ownership<br>(Instr. 4)           |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common<br>Stock                       | 07/27/2009                              |   | M                                    | 70,000 A  | \$ 7.725 1,643,086   | D   |   |
| Common<br>Stock                       | 07/27/2009                              |   | S                                    | 70,000 D  | \$ 17.8893 1,573,086   | D   |   |
| Common<br>Stock                       |   |   |                                      |   | 1,875,156  | I   | Co-beneficiary-childr<br>Trust  |
| Common<br>Stock                       |   |   |                                      |   | 479,497  | I   | Gary L. Werner<br>Irrevocable Inter Viv<br>Qtip Tr. II <sup>(2)</sup> |
|                                       |   |   |                                      |   | 1,875,156  | I   | Remainderment Inter   |

# Edgar Filing: WERNER GARY L - Form 4

Common  
Stock

Common  
Stock

500,000

I

Spouse By Becky K.  
Werner Revocable Tr  
(3)

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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                  |
|---|--|---|---|--------------------------------------|--|--|--------------------|---|----------------------------------|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount or<br>Number of<br>Shares |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 7.725   | 07/27/2009                              |   | M                                    | 70,000   | 07/11/2002   | 07/12/2010         | Common<br>Stock   | 70,000                           |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 9.7739  |   |   |                                      |  | 09/28/2003   | 09/29/2011         | Common<br>Stock   | 275,000                          |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 18.33   |   |   |                                      |  | 05/19/2006   | 05/20/2014         | Common<br>Stock   | 100,000                          |

## Reporting Owners

| Reporting Owner Name / Address                     | Relationships |           |               |       |
|--|---------------|-----------|---------------|-------|
|  | Director      | 10% Owner | Officer       | Other |
| WERNER GARY L<br>P.O. BOX 45308<br>OMAHA, NE 68145 | X             |           | Vice Chairman |       |

## Signatures

/s/ Gary L.  
Werner

07/28/2009

\_\_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).

The price specified in Column 4 is a weighted average price. The actual sales prices ranged from \$17.84 to \$17.93 per share. The

- (1) reporting person has provided to the Issuer and will provide to the SEC staff or security holder of the Issuer, upon request, information regarding the number of shares sold at each price within the range.

The reporting person disclaims actual and beneficial ownership of the shares held by the Gary L. Werner Irrevocable Inter Vivos Qtip

- (2) Trust II, and the filing of this report is not an admission that the reporting person is the actual or beneficial owner of such securities for purposes of Section 16 or for any other purposes.

The reporting person disclaims actual and beneficial ownership of the shares held by the Becky K. Werner Revocable Trust, and the filing

- (3) of this report is not an admission that the reporting person is the actual or beneficial owner of such securities for purposes of Section 16 or for any other purposes.

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.