

WERNER ENTERPRISES INC

Form 4

December 03, 2013

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

OMB
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(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)

OMAHA, NE 68145

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
11/29/2013

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

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/04/2013		A	V	264.318	A	\$ 22.4491
							46,364.734
							D
Common Stock	01/22/2013		A	V	18.208	A	\$ 23.6334
							46,382.942
							D
Common Stock	04/02/2013		A	V	214.303	A	\$ 23.7196
							46,597.245
							D
Common Stock	05/07/2013		A	V	19.073	A	\$ 23.8642
							46,616.318
							D
Common Stock	07/03/2013		A	V	251.881	A	\$ 23.7563
							46,868.199
							D

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Common Stock	07/16/2013	A	V	18.37	A	\$ 24.8295	46,886.569	D
Common Stock	10/03/2013	A	V	218.167	A	\$ 23.4941	47,104.736	D
Common Stock	10/22/2013	A	V	19.841	A	\$ 23.6699	47,124.577	D
Common Stock	11/29/2013	F		517 ⁽¹⁾	D	\$ 24.07	46,607.577	D
Common Stock	11/29/2013	F		388 ⁽²⁾	D	\$ 23.9	46,219.577	D
Common Stock	12/02/2013	F		647 ⁽³⁾	D	\$ 24.07	45,572.577	D
Common Stock	12/02/2013	F		647 ⁽⁴⁾	D	\$ 24.07	44,925.577	D

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)	8. Price 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)	\$ 16.68					(5)	10/22/2015	Common Stock	15,000
Stock Options (Right to Buy)	\$ 17.18					(6)	11/30/2017	Common Stock	15,000
	\$ 18.33					05/19/2006	05/20/2014		15,000

Stock
Options
(Right to
Buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	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 12/03/2013

Signature of Date
Reporting Person

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 1,600 shares of restricted stock granted to the Reporting Person on November 29, 2012.
- (2) 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.
- (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 1, 2009.
- (5) 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.
- (6) 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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