

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
LEATHERS DEREK J

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)
12/02/2013

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
President & COO

OMAHA, NE 68145

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

(City) (State) (Zip)

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	170,311.656	D	
Common Stock	01/22/2013		A	V	12.111	A	\$ 23.6334	170,323.767	D	
Common Stock	04/02/2013		A	V	215.85	A	\$ 23.7196	163,940.617	D	
Common Stock	05/07/2013		A	V	13.025	A	\$ 23.8642	163,953.642	D	
Common Stock	07/03/2013		A	V	251.575	A	\$ 23.7563	164,205.217	D	

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Common Stock	07/16/2013	A	V	12.545	A	\$ 24.8295	164,217.762	D
Common Stock	10/03/2013	A	V	217.902	A	\$ 23.4941	149,666.664	D
Common Stock	10/22/2013	A	V	13.717	A	\$ 23.6699	149,680.381	D
Common Stock	12/02/2013	F		2,817 ⁽¹⁾	D	\$ 24.07	146,863.381	D
Common Stock	12/02/2013	F		2,817 ⁽²⁾	D	\$ 24.07	144,046.381	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 or Amount of Derivative Security (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 16.68					<u>(3)</u>	10/22/2015	Common Stock	20,000
Stock Options (Right to Buy)	\$ 17.18					<u>(4)</u>	11/30/2017	Common Stock	25,000
Stock Options (Right to Buy)	\$ 18.33					05/19/2006	05/20/2014	Common Stock	35,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LEATHERS DEREK J P.O. BOX 45308 OMAHA, NE 68145	President & COO

Signatures

/s/ Derek J.
Leathers

12/03/2013

 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 6,000 shares of restricted stock granted to the Reporting Person on November 30, 2010.
- (2) Represents shares required to satisfy tax withholding obligations in connection with the vesting of 6,000 shares of restricted stock granted to the Reporting Person on December 1, 2009.
- (3) 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.
- (4) 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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