

WERNER ENTERPRISES INC

Form 4

May 07, 2014

**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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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MULLEN JAMES A

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)  
05/05/2014

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Exec VP and General Counsel

OMAHA, NE 68145

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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)
Common Stock	05/05/2014		M	3,700	A \$ 17.18	39,483.15	D
Common Stock	05/05/2014		S	3,700	D \$ 25.5005 (1)	35,783.15	D
Common Stock	05/07/2014		M	1,903	A \$ 17.18	37,686.15	D
Common Stock	05/07/2014		S	1,903	D \$ 25.5053 (2)	35,783.15	D

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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 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. I Der Sec (In
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to Buy)	\$ 17.18	05/05/2014		M	3,700	<u>(3)</u>	11/30/2017	Common Stock	3,700	
Stock Options (Right to Buy)	\$ 17.18	05/07/2014		M	1,903	<u>(3)</u>	11/30/2017	Common Stock	1,903	

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MULLEN JAMES A P.O. BOX 45308 OMAHA, NE 68145	Exec VP and General Counsel

## Signatures

/s/ James A.  
Mullen 05/07/2014

\_\_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).

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- The price specified in Column 4 is a weighted average price. The actual sales prices ranged from \$25.50 to \$25.51 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 price specified in Column 4 is a weighted average price. The actual sales prices ranged from \$25.50 to \$25.53 per share. The
- (2) 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.

- (3) 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.

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.