

WELTON GUY M
Form 5
February 14, 2006

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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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1. Name and Address of Reporting Person *
WELTON GUY M

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. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2005

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Vice President - Operations

P.O. BOX 45308

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

OMAHA, NE 68145

____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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price		
Common Stock	01/05/2005	Â	A	22.793	A	\$ 21.7426	2,924.4446 D	Â
Common Stock	01/25/2005	Â	A	4.9235	A	\$ 20.79	2,929.3681 D	Â
Common Stock	04/04/2005	Â	A	30.2346	A	\$ 19.137	2,959.6027 D	Â
Common Stock	05/03/2005	Â	A	5.6483	A	\$ 18.34	2,965.251 D	Â

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Common Stock	07/05/2005	Â	A	25.332	A	\$ 19.7288	2,990.583	D	Â
Common Stock	07/19/2005	Â	A	6.3191	A	\$ 18.77	2,996.9021	D	Â
Common Stock	10/05/2005	Â	A	33.8623	A	\$ 17.2292	3,030.7644	D	Â
Common Stock	10/18/2005	Â	A	7.0476	A	\$ 17.01	3,037.812	D	Â

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. Amount or Number of Shares
					(A) (D)	Date Exercisable Expiration Date	Title	
Stock Options (Right to buy)	\$ 7.35	Â	Â	Â	Â Â	12/20/2001 12/21/2009	Common Stock	8,750
Stock Options (Right to buy)	\$ 9.7739	Â	Â	Â	Â Â	09/28/2003 09/29/2011	Common Stock	4,584
Stock Options (Right to buy)	\$ 16.68	Â	Â	Â	Â Â	Â (1) 10/22/2015	Common Stock	5,000
Stock Options (Right to buy)	\$ 18.33	Â	Â	Â	Â Â	05/19/2006 05/20/2014	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WELTON GUY M P.O. BOX 45308 OMAHA, NE 68145	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/> Vice President - Operations	<input type="checkbox"/>

Signatures

Guy M. Welton	02/14/2006
**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) 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.

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