

WERNER ENTERPRISES INC

Form 3

July 07, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â STOFFEL CRAIG M

(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

07/03/2006

3. Issuer Name and Ticker or Trading Symbol

WERNER ENTERPRISES INC [WERN]

4. Relationship of Reporting Person(s) to Issuer

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

P.O. BOX 45308

(Street)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

VP-Global Logistics for VAS

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting Person☐ Form filed by More than One Reporting Person

OMAHA,Â NEÂ 68145

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock

77.4676

D Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D) or Indirect

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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				Shares		(I) (Instr. 5)	
Stock Options (Right to buy)	12/20/2001 ⁽¹⁾	12/21/2009	Common Stock	8,334	\$ 7.35	D	Â
Stock Options (Right to buy)	06/08/1999 ⁽²⁾	12/09/2007	Common Stock	648	\$ 9.66	D	Â
Stock Options (Right to buy)	10/21/2007 ⁽¹⁾	10/22/2015	Common Stock	5,000	\$ 16.68	D	Â
Stock Options (Right to buy)	05/19/2006 ⁽¹⁾	05/20/2014	Common Stock	5,000	\$ 18.33	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STOFFEL CRAIG M P.O. BOX 45308 OMAHA, NE 68145	Â	Â	Â VP-Global Logistics for VAS	Â

Signatures

Craig M Stoffel 07/07/2006

____Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (2) Stock options become exercisable in the following percentages at the specified number of months from grant date: 25% at 18 months; 20% each at 30, 42, and 54 months; and 15% at 66 months.
- (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.

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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