

WERNER ENTERPRISES INC
 Form 4
 December 03, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 CUSHMAN DANIEL H

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)
 11/29/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr Exec VP-Chf Mkg Ofcr

OMAHA, NE 68145
 (City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | | | | | 495.3337 | D | |
| Common Stock | | | | | 140 | I | Custodian for son |

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

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SEC 1474 (9-02)

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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) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to buy) | \$ 7.35 | | | | | | | 12/20/2001 | 12/21/2009 | Common Stock | 22,918 |
| Stock Options (Right to buy) | \$ 7.6124 | | | | | | | 09/19/2002 | 09/20/2010 | Common Stock | 55,418 |
| Stock Options (Right to buy) | \$ 8.9624 | | | | | | | 10/13/2000 | 04/14/2009 | Common Stock | 2,917 |
| Stock Options (Right to buy) | \$ 9.2624 | | | | | | | 10/08/2000 | 04/09/2009 | Common Stock | 8,750 |
| Stock Options (Right to buy) | \$ 9.66 | | | | | | | 06/08/1999 | 12/09/2007 | Common Stock | 1,564 |
| Stock Options (Right to buy) | \$ 9.7739 | | | | | | | 09/28/2003 | 09/29/2011 | Common Stock | 66,668 |
| Stock Options (Right to buy) | \$ 16.68 | | | | | | | (1) | 10/22/2015 | Common Stock | 35,000 |
| Stock Options (Right to buy) | \$ 18.33 | | | | | | | 05/19/2006 | 05/20/2014 | Common Stock | 100,000 |
| Stock Options | \$ 17.18 | 11/29/2007 | | A | | 25,000 | | (2) | 11/30/2017 | Common Stock | 25,000 |

(Right to
buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CUSHMAN DANIEL H P.O. BOX 45308 OMAHA, NE 68145 | | | Sr Exec VP-Chf Mkg Ofcr | |

Signatures

DanielH.Cushman 12/03/2007

 Signature of Reporting Date
 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).
- (2) 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.
- (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. 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.