#### WERNER ENTERPRISES INC

Form 4 April 21, 2008

## FORM 4

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

Check this box if no longer subject to Section 16.

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average burden hours per response... 0.5

**OMB APPROVAL** 

3235-0287

**OMB** 

5. Relationship of Reporting Person(s) to

Number:

Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

DECANTI ANTHONY M			Symbol WERNER ENTERPRISES INC [WERN]					Issuer (Check all applicable)				
,	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)										
PO BOX 45308			04/21/2008					VP-Analysis & Design				
(Street)					_		6.	6. Individual or Joint/Group Filing(Check				
				/Yea	ar)			**				
OMAHA, NE 68145									Form filed by More than One Reporting			
(State)												
2. Transaction Date (Month/Day/Year)	Execution any	Date, if	TransactionDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or					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)		
01/07/2008			A	V	80.0822	A	\$ 15.8466	308.1957	D			
01/24/2008			A	V	0.5971	A	\$ 19.11	308.7928	D			
04/04/2008			A	V	75.3659	A	\$ 19.6593	384.1587	D			
04/21/2008			S		384	D	\$ 18.3022	0.1587	D			
	(First) 95308 (Street) NE 68145 (State) 2. Transaction Date (Month/Day/Year) 01/07/2008 01/24/2008 04/04/2008	(First) (Middle)  25308 (Street)  NE 68145 (State) (Zip)  2. Transaction Date (Month/Day/Year)  2A. Deema Execution any (Month/Day/ (Month	WERN [WER] (First) (Middle) 3. Date (Month/ (Month/ (Street) 4. If Arr Filed(Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)	WERNER E [WERN]  (First) (Middle) 3. Date of Earling (Month/Day/Ye (Month/Day/Ye 04/21/2008  (Street) 4. If Amendment Filed(Month/Day)  NE 68145  (State) (Zip) Table I - N  2. Transaction Date (Month/Day/Year) Execution Date, if any Code (Month/Day/Year) (Instr.)  Code (Month/Day/Year) Code (Month/Day/Year) (Instr.)  Code 01/07/2008 A  01/24/2008 A	WERNER ENT [WERN]  (First) (Middle) 3. Date of Earliest 7 (Month/Day/Year) 04/21/2008  (Street) 4. If Amendment, Earlied(Month/Day/Year)  NE 68145  (State) (Zip) Table I - Non-  2. Transaction Date 2A. Deemed 3. Execution Date, if Transaction Code (Month/Day/Year) (Instr. 8)  Code V  01/07/2008 A V  01/24/2008 A V	WERNER ENTERPRISES [WERN]  (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)  04/21/2008  (Street) 4. If Amendment, Date Original Filed(Month/Day/Year)  NE 68145  (State) (Zip) Table I - Non-Derivative State (Month/Day/Year)  2. Transaction Date 2A. Deemed 3. 4. Securitie Execution Date, if TransactionDisposed of any Code (Instr. 3, 4 and (Month/Day/Year))  (Month/Day/Year) (Instr. 8)  Code V Amount A V 80.0822  01/24/2008 A V 0.5971  04/04/2008 A V 75.3659	WERNER ENTERPRISES INC [WERN]  (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)  (Month/Day/Year)  (Street) 4. If Amendment, Date Original Filed(Month/Day/Year)  NE 68145  (State) (Zip) Table I - Non-Derivative Securi  2. Transaction Date (Month/Day/Year) Execution Date, if any Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)  (A) or Code V Amount (D)  01/07/2008 A V 80.0822 A  01/24/2008 A V 0.5971 A  04/04/2008 A V 75.3659 A	WERNER ENTERPRISES INC [WERN]  (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) bel  (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) Ap  NE 68145  (State) (Zip) Table I - Non-Derivative Securities Acquired (Month/Day/Year) Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)  Code V Amount (D) Price A V 80.0822 A 15.8466  01/24/2008 A V 0.5971 A \$ 19.11  04/04/2008 A V 75.3659 A \$ 19.6593	WERNER ENTERPRISES INC   (Werns)   (Werns)	WERNER ENTERPRISES INC   WERN   Check all applicable   WERNER ENTERPRISES INC   WERN   Check all applicable   Werner   Check all applicable   Check all applic		

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

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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 3A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		4. 5. TransactionNumber Code of (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Deriva Securit (Instr. :
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to buy)	\$ 16.68					<u>(1)</u>	10/22/2015	Common Stock	10,000	
Stock Options (Right to buy)	\$ 17.18					(2)	11/30/2017	Common Stock	10,000	
Stock Options (Right to buy)	\$ 18.33					<u>(1)</u>	05/20/2014	Common Stock	7,500	

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DECANTI ANTHONY M PO BOX 45308 OMAHA, NE 68145

VP-Analysis & Design

## **Signatures**

AnthonyMDeCanti

04/21/2008

\*\*Signature of Reporting Person Date

Reporting Owners 2

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### **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.