

WERNER ENTERPRISES INC
 Form 4
 December 02, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WERNER GREGORY L

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)
11/28/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice Chairman & CEO

OMAHA, NE 68145

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 11/28/2014 | | F | <u>(1)</u> 1,941 D \$ 31.02 | 3,421,492 | D | |
| Common Stock | 11/29/2014 | | F | <u>(2)</u> 3,081 D \$ 31.02 | 3,418,411 | D | |
| Common Stock | 11/30/2014 | | F | <u>(3)</u> 2,817 D \$ 31.02 | 3,415,594 | D | |
| Common Stock | 12/01/2014 | | F | <u>(4)</u> 2,817 D \$ 30.43 | 3,412,777 | D | |
| Common Stock | | | | | 1,875,156 | I | Co-beneficiary-children Trust |

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| | | | |
|--------------|-----------|---|--|
| Common Stock | 1,875,156 | I | Remainderment Interest |
| Common Stock | 250,000 | I | Cotrustee of Clarence L. Werner Grandchildren's Trust ⁽⁵⁾ |

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WERNER GREGORY L P.O. BOX 45308 OMAHA, NE 68145 | X | | Vice Chairman & CEO | |

Signatures

/s/ Gregory L. Werner
12/02/2014
**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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- (1) Represents shares required to satisfy tax withholding obligations in connection with the vesting of 6,000 shares of restricted stock granted to the Reporting Person on November 28, 2011.
- (2) Represents shares required to satisfy tax withholding obligations in connection with the vesting of 8,000 shares of restricted stock granted to the Reporting Person on November 29, 2012.
- (3) Represents shares required to satisfy tax withholding obligations in connection with the vesting of 6,000 shares of restricted stock granted to the Reporting Person on November 30, 2010.
- (4) Represents shares required to satisfy tax withholding obligations in connection with the vesting of 6,000 shares of restricted stock granted to the Reporting Person on December 01, 2009.

The reporting person serves as a co trustee for shares held by the Clarence L. Werner Grandchildren's Trust for the benefit of the grandchildren of Clarence L. Werner, some of which are children of the reporting person, Mr. Gary L. Werner and Mr. Gregory L.

- (5) Werner have shared voting and dispositive power with respect to the shares in the trust. The reporting person disclaims actual and beneficial ownership of the shares held by the Clarence L. Werner Grandchildren's Trust, and the filing of this report is not an admission that the reporting person is the actual or beneficial owner of such securities for purposes of Section 16 or for any other purposes.

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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