

Edgar Filing: WERNER ENTERPRISES INC - Form 8-K

WERNER ENTERPRISES INC  
Form 8-K  
December 05, 2008

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K  
CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):  
December 2, 2008

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WERNER ENTERPRISES, INC.  
(Exact name of registrant as specified in its charter)

|   |                             |                                      |
|---|-----------------------------|--------------------------------------|
| NEBRASKA  | 0-14690                     | 47-0648386                           |
| (State or other jurisdiction of<br>incorporation) | (Commission File<br>Number) | (IRS Employer<br>Identification No.) |

|  |                     |
|--|---------------------|
| 14507 FRONTIER ROAD<br>POST OFFICE BOX 45308<br>OMAHA, NEBRASKA<br>(Address of principal<br>executive offices) | 68145<br>(Zip Code) |
|--|---------------------|

Registrant's telephone number, including area code: (402) 895-6640

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

(e) Compensatory Arrangements of Certain Officers.  
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On December 2, 2008, the Compensation Committee (the "Committee") of the Board of Directors of the registrant approved the following performance-based compensation awards, in the form of annual cash bonuses, to the registrant's principal executive officer, principal financial officer and other named executive officers:

| NAME<br>----       | TITLE<br>-----   | CASH BONUS<br>----- |
|--------------------|--|---------------------|
| Clarence L. Werner | Chairman of the Board  | \$350,000           |
| Gary L. Werner     | Vice Chairman  | \$230,000           |
| Gregory L. Werner  | President and Chief Executive Officer                              | \$350,000           |
| John J. Steele     | Executive Vice President, Treasurer<br>and Chief Financial Officer | \$100,000           |

The annual cash bonuses were awarded under the registrant's discretionary annual cash bonus program and will be paid on December 8, 2008. Such performance-based compensation awards are determined at the sole discretion of the Committee.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WERNER ENTERPRISES, INC.

Date: December 5, 2008  
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By: /s/ John J. Steele  
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John J. Steele  
Executive Vice President,  
Treasurer and Chief  
Financial Officer

Date: December 5, 2008  
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By: /s/ James L. Johnson  
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James L. Johnson  
Senior Vice President,  
Controller and Corporate  
Secretary