

WERNER ENTERPRISES INC
 Form 4
 December 02, 2014

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 NORDLUND H MARTY

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)
 Sr. Exec VP-Specialized Svcs.

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)	(A) or (D)	Amount	Price	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)
Common Stock	01/03/2014		A	V		241.788	\$ 24.5432	22,781.382	D	
Common Stock	01/21/2014		A	V		6.135	\$ 26.637	22,787.517	D	
Common Stock	04/02/2014		A	V		196.588	\$ 26.0778	22,984.105	D	
Common Stock	05/06/2014		A	V		7.332	\$ 25.3202	22,991.437	D	
Common Stock	07/03/2014		A	V		224.489	\$ 26.6251	23,215.926	D	

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Common Stock	07/22/2014	A	V	7.154	A	\$ 26.0005	23,223.08	D
Common Stock	10/06/2014	A	V	206.448	A	\$ 24.7999	23,429.528	D
Common Stock	10/21/2014	A	V	7.678	A	\$ 25.737	23,437.206	D
Common Stock	11/28/2014	F		388 <u>(1)</u>	D	\$ 31.02	23,049.206	D
Common Stock	11/29/2014	F		582 <u>(2)</u>	D	\$ 31.02	22,467.206	D
Common Stock	12/01/2014	F		194 <u>(3)</u>	D	\$ 30.43	22,273.206	D

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 (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. 3)
Stock Options (Right to Buy)	\$ 17.18			Code V	(A) (D)	Date Exercisable <u>(4)</u> 11/30/2017	Common Stock	Amount or Number of Shares 25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NORDLUND H MARTY			Sr. Exec VP-Specialized Svcs.	

P.O. BOX 45308
OMAHA, NE 68145

Signatures

/s/ Harold M.
Nordlund II

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).
- (1) Represents shares required to satisfy tax withholding obligations in connection with the vesting of 1,200 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 1,800 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 600 shares of restricted stock granted to the Reporting Person on December 01, 2009.
- (4) 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.

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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