

WERNER CLARENCE L  
Form 4  
March 27, 2008

**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 CLARENCE 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)  
03/26/2008

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

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                    | 03/26/2008                           |  | G <sup>(1)</sup>               | 35,000 D \$ 0   | 7,931,735   | D  |                                   |
| Common Stock                    | 03/26/2008                           |  | G <sup>(2)</sup>               | 60,000 D \$ 0   | 7,871,735   | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 7,500,625   | I  | Trustee for self and children     |
| Common Stock                    |                                      |  |                                |   | 7,500,625   | I  | Trustee, life interest only       |

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

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(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. P. Derivative Security (Instr. 3) |                 |       |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------------------|-----------------|-------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable                     | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to buy)               | \$ 9.7739  |                                      |  |                                |   | 09/28/2003   | 09/29/2011  | Common Stock                         | 550,000         |       |                            |
| Stock Options (Right to buy)               | \$ 18.33   |                                      |  |                                |   | 05/19/2006   | 05/20/2014  | Common Stock                         | 100,000         |       |                            |

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships |           |          |       |
|--|---------------|-----------|----------|-------|
|  | Director      | 10% Owner | Officer  | Other |
| WERNER CLARENCE L<br>P.O. BOX 45308<br>OMAHA, NE 68145 | X             | X         | Chairman |       |

## Signatures

ClarenceL.Werner 03/27/2008

\_\_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) Shares donated as a charitable gift to Creighton University
- (2) Shares donated as a charitable gift to GWR Sunshine Foundation

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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