

WERNER GARY L
 Form 4
 February 02, 2010

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 GARY 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)
02/01/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
 Vice 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	02/01/2010		M	55,000 A \$ 9.7739	1,658,086	D	
Common Stock	02/01/2010		S	55,000 D \$ 19.8444	1,603,086	D	
Common Stock					1,875,156	I	Co-beneficiary-child Trust
Common Stock					479,497	I	Gary L. Werner Irrevocable Inter Viv Qtip Tr. II ⁽²⁾
					1,875,156	I	Remainderment Inter

Common
Stock

Common
Stock

500,000 I

Spouse By Becky K.
Werner Revocable Tr
(3)

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)	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 9.7739	02/01/2010		M	55,000	09/28/2003 09/29/2011	Common Stock	55,000
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 GARY L P.O. BOX 45308 OMAHA, NE 68145	X		Vice Chairman	

Signatures

/s/ Gary L.
Werner 02/02/2010

**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).

The price specified in Column 4 is a weighted average price. The actual sales prices ranged from \$19.72 to \$19.92 per share. The reporting person has provided to the Issuer and will provide to the SEC staff or security holder of the Issuer, upon request, information regarding the number of shares sold at each price within the range.

(1) The reporting person disclaims actual and beneficial ownership of the shares held by the Gary L. Werner Irrevocable Inter Vivos Qtip Trust II, 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.

(2) The reporting person disclaims actual and beneficial ownership of the shares held by the Becky K. Werner Revocable 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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