

WERNER ENTERPRISES INC

Form 4

February 07, 2014

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHELBLE JIM S

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)

3. Date of Earliest Transaction
(Month/Day/Year)
02/06/2014

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

Exec VP - Sales & Marketing

P.O. BOX 45308

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

OMAHA, NE 68145

(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)
Common Stock	02/06/2014		M	8,300	A \$ 18.33	37,984.549	D
Common Stock	02/06/2014		S	8,300	D \$ 25.7586 (1)	29,684.549	D
Common Stock	02/07/2014		M	6,700	A \$ 18.33	36,384.549	D
Common Stock	02/07/2014		S	6,700	D \$ 25.7942 (2)	29,684.549	D

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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. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 18.33	02/06/2014		M	8,300	05/19/2006 05/20/2014	Common Stock	8,300
Stock Options (Right to Buy)	\$ 18.33	02/07/2014		M	6,700	05/19/2006 05/20/2014	Common Stock	6,700
Stock Options (Right to Buy)	\$ 16.68					(3) 10/22/2015	Common Stock	20,000
Stock Options (Right to Buy)	\$ 17.18					(4) 11/30/2017	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SCHELBLE JIM S
P.O. BOX 45308
OMAHA, NE 68145

Exec VP - Sales & Marketing

Signatures

/s/ Jim S.
Schelble

02/07/2014

 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).

The price specified in Column 4 is a weighted average price. The actual sales prices ranged from \$25.75 to \$25.79 per share. The
(1) 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.

The price specified in Column 4 is a weighted average price. The actual sales prices ranged from \$25.75 to \$25.90 per share. The
(2) 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.

(3) Stock options become exercisable in the following percentages at the specified number of months from grant date: 25% at 24 months; 20% each at 36, 48, and 60 months; and 15% at 72 months.

(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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