

WERNER ENTERPRISES INC

Form 4

December 01, 2015

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/28/2015

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

P.O. BOX 45308

(Street)

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

OMAHA, NE 68145

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------|
| Common<br>Stock                       | 11/28/2015                              |                                                             | F                                    | (A)<br>or<br>(D)<br>Amount<br>(1)<br>D<br>\$<br>28.12                   | 1,710,938                                                                                                          | D                                                                       |                                                             |
| Common<br>Stock                       | 11/29/2015                              |                                                             | F                                    | (A)<br>or<br>(D)<br>Amount<br>(2)<br>D<br>\$<br>28.12                   | 1,708,350                                                                                                          | D                                                                       |                                                             |
| Common<br>Stock                       | 11/30/2015                              |                                                             | F                                    | (A)<br>or<br>(D)<br>Amount<br>(3)<br>D<br>\$<br>26.96                   | 1,706,409                                                                                                          | D                                                                       |                                                             |
| Common<br>Stock                       | 12/01/2015                              |                                                             | F                                    | (A)<br>or<br>(D)<br>Amount<br>(4)<br>D<br>\$ 27.3                       | 1,704,468                                                                                                          | D                                                                       |                                                             |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 1,875,156                                                                                                          | I                                                                       | Co-beneficiary-children's<br>Trust                          |

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|              |           |   |                                                                      |
|--------------|-----------|---|----------------------------------------------------------------------|
| Common Stock | 479,497   | I | Gary L. Werner<br>Irrevocable Inter Vivos Qtip Tr. II <sup>(5)</sup> |
| Common Stock | 1,875,156 | I | Remainderment Interest                                               |
| Common Stock | 500,000   | I | Spouse By Becky K. Werner Revocable Trust <sup>(6)</sup>             |
| Common Stock | 250,000   | I | Cotrustee of Clarence L. Werner Grandchildren's Trust <sup>(7)</sup> |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                                      | Amount or Number of Shares                                                                      |

## Reporting Owners

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

## Signatures

/s/ Gary L.  
Werner

12/01/2015

\_\_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 6,000 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 8,000 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 6,000 shares of restricted stock granted to the Reporting Person on November 30, 2010.
- (4) Represents shares required to satisfy tax withholding obligations in connection with the vesting of 6,000 shares of restricted stock granted to the Reporting Person on December 1, 2009.

- 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.
- (5)

- 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.
- (6)

- The reporting person serves as a cotrustee for shares held by the Clarence L. Werner Grandchildren's Trust for the benefit of the grandchildren of Clarence L. Werner, some of which are children of the reporting person. Mr. Gary L. Werner and Mr. Gregory L. Werner have shared voting and dispositive power with respect to the shares in the trust. The reporting person disclaims actual and beneficial ownership of the shares held by the Clarence L. Werner Grandchildren's 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.
- (7)

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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