

WERNER ENTERPRISES INC

Form 4

December 12, 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 *
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)

3. Date of Earliest Transaction
(Month/Day/Year)
12/10/2014

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

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 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	12/10/2014		P	8 A \$ 29.8498	28	I	By spouse as UTMA custodian for minor child ⁽¹⁾
Common Stock	12/10/2014		P	8 A \$ 29.8599	28	I	By spouse as UTMA custodian for minor child ⁽²⁾
Common Stock	12/10/2014		P	8 A \$ 29.8499	28	I	By spouse as UTMA

									custodian for minor child ⁽³⁾
Common Stock	12/10/2014		P	8	A	\$ 29.906	17	I	By spouse as UTMA custodian for minor child ⁽⁴⁾
Common Stock	12/10/2014		P	8	A	\$ 29.8796	28	I	By spouse as UTMA custodian for minor child ⁽⁵⁾
Common Stock	12/10/2014		P	8	A	\$ 29.856	8	I	By spouse as UTMA custodian for minor child ⁽⁶⁾
Common Stock							6,189,718	D	
Common Stock							3,000	I	By Spouse
Common Stock							7,500,625	I	Trustee For Self And Children
Common Stock							7,500,625	I	Trustee, Life Interest Only

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	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. Nu Deriv Secur Bene Own Follo Repor Trans
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of (D)
(Instr. 3,
4, and 5)

(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

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

Signatures

/s/ Clarence L. Werner 12/10/2014

__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).

Shares are held of record by the Reporting Person's spouse as custodian for a minor child under the Uniform Transfer to Minors Act. The
(1) Reporting Person disclaims beneficial ownership of these shares, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

Shares are held of record by the Reporting Person's spouse as custodian for a minor child under the Uniform Transfer to Minors Act. The
(2) Reporting Person disclaims beneficial ownership of these shares, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

Shares are held of record by the Reporting Person's spouse as custodian for a minor child under the Uniform Transfer to Minors Act. The
(3) Reporting Person disclaims beneficial ownership of these shares, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

Shares are held of record by the Reporting Person's spouse as custodian for a minor child under the Uniform Transfer to Minors Act. The
(4) Reporting Person disclaims beneficial ownership of these shares, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

Shares are held of record by the Reporting Person's spouse as custodian for a minor child under the Uniform Transfer to Minors Act. The
(5) Reporting Person disclaims beneficial ownership of these shares, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

Shares are held of record by the Reporting Person's spouse as custodian for a minor child under the Uniform Transfer to Minors Act. The
(6) Reporting Person disclaims beneficial ownership of these shares, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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