

WERNER ENTERPRISES INC
Form 4
December 03, 2013

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

OMB APPROVAL

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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 *
NORDLUND H MARTY

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)
11/29/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. Exec VP-Specialized Svcs.

OMAHA, NE 68145

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

(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		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)	
			Code	V	Amount	(A) or (D)				Price
Common Stock	01/04/2013		A	V	264.318	A	\$ 22.4491	22,996.778	D	
Common Stock	01/22/2013		A	V	4.86	A	\$ 23.6334	23,001.638	D	
Common Stock	04/02/2013		A	V	214.303	A	\$ 23.7196	23,215.941	D	
Common Stock	05/07/2013		A	V	5.827	A	\$ 23.8642	23,221.768	D	
Common Stock	07/03/2013		A	V	251.881	A	\$ 23.7563	23,473.649	D	

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Common Stock	07/16/2013		A	V	5.612	A	\$ 24.8295	23,479.261	D
Common Stock	10/03/2013		A	V	217.902	A	\$ 23.4941	23,697.163	D
Common Stock	10/22/2013		A	V	6.431	A	\$ 23.6699	23,703.594	D
Common Stock	11/29/2013		F		582 <u>(1)</u>	D	\$ 24.07	23,121.594	D
Common Stock	11/29/2013		F		388 <u>(2)</u>	D	\$ 23.9	22,733.594	D
Common Stock	12/02/2013		F		194 <u>(3)</u>	D	\$ 24.07	22,539.594	D

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.

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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. Price or Amount of Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 19.84					02/23/2007	02/24/2015	Common Stock	10,000
Stock Options (Right to Buy)	\$ 18.33					05/19/2006	05/20/2014	Common Stock	10,000
Stock Options (Right to Buy)	\$ 17.18					<u>(4)</u>	11/30/2017	Common Stock	25,000

