

MEISGEIER NATHAN J
 Form 4
 February 11, 2019

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 *
 MEISGEIER NATHAN J

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)
 04/03/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Exec VP-Chief Legal Officer

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)			
Common Stock	04/03/2018		A	V	162.181	A	\$ 37.0574	12,686.984	D
Common Stock	05/02/2018		A	V	9.011	A	\$ 35.3781	12,695.995	D
Common Stock	07/03/2018		A	V	134.407	A	\$ 38.2514	12,830.402	D
Common Stock	07/18/2018		A	V	11.217	A	\$ 36.6111	12,841.619	D
Common Stock	10/02/2018		A	V	169.661	A	\$ 35.3774	13,011.28	D

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Common Stock	10/16/2018	A	V	12.762	A	\$ 33.2064	13,024.042	D
Common Stock	02/07/2019	F		194 ⁽¹⁾	D	\$ 34.54	12,553.042	D
Common Stock	02/11/2019	A		3,782 ⁽²⁾	A	\$ 0	16,335.042	D

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

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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 Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

MEISGEIER NATHAN J
P.O. BOX 45308
OMAHA, NE 68145

Director 10% Owner Officer Other

Exec VP-Chief Legal Officer

Signatures

/s/ Nathan J.
Meisgeier

02/11/2019

**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 664 shares of restricted stock granted to the Reporting Person on February 7, 2018.

Restricted stock awarded February 11, 2019 under stockholder approved equity plan. This award shall vest, subject to continued
- (2) employment, in four annual increments of 25% each beginning February 11, 2020 (1 year after the grant date). The award will become fully vested on February 11, 2023.

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.