

WERNER ENTERPRISES INC  
Form 4  
December 02, 2014

**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 \*  
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)  
11/28/2014

\_\_\_\_ 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 (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) |   |  |                                   |
| Common Stock                    | 01/03/2014                           |  | A                              | V | 241.788   | A          | \$ 24.5432  | 22,781.382   | D                                 |
| Common Stock                    | 01/21/2014                           |  | A                              | V | 6.135   | A          | \$ 26.637   | 22,787.517   | D                                 |
| Common Stock                    | 04/02/2014                           |  | A                              | V | 196.588   | A          | \$ 26.0778  | 22,984.105   | D                                 |
| Common Stock                    | 05/06/2014                           |  | A                              | V | 7.332   | A          | \$ 25.3202  | 22,991.437   | D                                 |
| Common Stock                    | 07/03/2014                           |  | A                              | V | 224.489   | A          | \$ 26.6251  | 23,215.926   | D                                 |

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|              |            |   |   |                |   |            |            |   |
|--------------|------------|---|---|----------------|---|------------|------------|---|
| Common Stock | 07/22/2014 | A | V | 7.154          | A | \$ 26.0005 | 23,223.08  | D |
| Common Stock | 10/06/2014 | A | V | 206.448        | A | \$ 24.7999 | 23,429.528 | D |
| Common Stock | 10/21/2014 | A | V | 7.678          | A | \$ 25.737  | 23,437.206 | D |
| Common Stock | 11/28/2014 | F |   | 388 <u>(1)</u> | D | \$ 31.02   | 23,049.206 | D |
| Common Stock | 11/29/2014 | F |   | 582 <u>(2)</u> | D | \$ 31.02   | 22,467.206 | D |
| Common Stock | 12/01/2014 | F |   | 194 <u>(3)</u> | D | \$ 30.43   | 22,273.206 | D |

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

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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 of Derivative Security (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Stock Options (Right to Buy)               | \$ 17.18   |                                      |  | Code V                         | (A) (D)   | Date Exercisable <u>(4)</u> 11/30/2017                   | Common Stock  | Amount or Number of Shares 25,000          |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |                               |       |
|--------------------------------|---------------|-----------|-------------------------------|-------|
|                                | Director      | 10% Owner | Officer                       | Other |
| NORDLUND H MARTY               |               |           | Sr. Exec VP-Specialized Svcs. |       |

P.O. BOX 45308  
OMAHA, NE 68145

## Signatures

/s/ Harold M.  
Nordlund II

12/02/2014

\*\*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).
- (1) Represents shares required to satisfy tax withholding obligations in connection with the vesting of 1,200 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 1,800 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 600 shares of restricted stock granted to the Reporting Person on December 01, 2009.
- (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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