

WERNER ENTERPRISES INC
 Form 4
 February 12, 2016

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 *
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)
P.O. BOX 45308
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/10/2016

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

OMAHA, NE 68145

(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 02/10/2016 | | F | | 3,004 ⁽¹⁾ D \$ 26.42 | D | |
| Common Stock | 02/10/2016 | | F | | 3,914 ⁽²⁾ D \$ 26.42 | D | |
| Common Stock | 02/10/2016 | | A | | 60,500 ⁽³⁾ A \$ 0 | D | |
| Common Stock | 02/12/2016 | | D | | 115,400 ⁽⁴⁾ D \$ 0 | D | |
| Common Stock | | | | | | I | Co-beneficiary-childre Trust |

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

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. 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 P.O. BOX 45308 OMAHA, NE 68145 | X | | Vice Chairman | |

Signatures

/s/ Gary L.
Werner

02/12/2016

__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 9,000 shares of performance-based restricted stock granted to the Reporting Person on February 10, 2014.

(2) Represents shares required to satisfy tax withholding obligations in connection with the vesting of 12,100 shares of performance-based restricted stock granted to the Reporting Person on February 10, 2015.

(3) Represents shares earned in connection with the performance-based restricted stock previously granted on February 10, 2015, based upon the level of attainment of certain performance objectives. These shares shall vest, subject to continued employment, in five annual increments of 20% each beginning February 10, 2016 (1 year after the grant date). The award will become fully vested on February 10, 2020.

(4) Forfeiture of previously granted restricted stock as the result of Gary L. Werner resigning as Vice Chairman, an officer position, effective February 12, 2016, as previously disclosed on Form 8-K filed January 28, 2016.

(5) 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.

(6) 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.

(7) 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.

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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