

HAUG DWAYNE O
Form 4
July 23, 2008

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 *
HAUG DWAYNE O

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)
07/23/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President - Maintenance

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	07/23/2008		M	5,000 A \$ 7.35	5,000	D	
Common Stock	07/23/2008		M	1,875 A \$ 8.9624	6,875	D	
Common Stock	07/23/2008		S	6,875 D \$ 23.7404	0	D	

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

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SEC 1474 (9-02)

number.

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. Amount or Number of Shares
Stock Options (Right to buy)	\$ 9.7739					09/28/2003 09/29/2011	Common Stock	4,584
Stock Options (Right to buy)	\$ 16.68					<u>(1)</u> 10/22/2015	Common Stock	10,000
Stock Options (Right to buy)	\$ 17.18					<u>(2)</u> 11/30/2017	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)	\$ 7.35	07/23/2008		M	5,000	12/20/2001 12/21/2009	Common Stock	5,000
Stock Options (Right to buy)	\$ 8.9624	07/23/2008		M	1,875	10/13/2000 04/14/2009	Common Stock	1,875

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HAUG DWAYNE O
P.O. BOX 45308
OMAHA, NE 68145

Vice President -
Maintenance

Signatures

DwayneO.Haug

07/23/2008

**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).
- (2) 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.
- (1) Stock options become exercisable in the following percentages at the specified number of months from grant date: 25% at 24 months; 20% each at 36, 48, and 60 months; and 15% 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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