

WERNER ENTERPRISES INC
Form 4
February 13, 2008

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 *
CUSHMAN DANIEL H

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)
02/11/2008

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Former Sr Exec VP-Chf Mkg Ofcr

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: Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	01/24/2008		A	V 1.4987 A \$ 19.11	876.8995	D	
Common Stock	02/11/2008		M	28,336 A \$ 7.6124	29,212.8995	D	
Common Stock	02/11/2008		M	2,917 A \$ 8.9624	32,129.8995	D	
Common Stock	02/11/2008		M	8,750 A \$ 9.2624	40,879.8995	D	
Common Stock	02/11/2008		M	40,197 A \$ 9.7739	81,076.8995	D	

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Common Stock	02/11/2008	S	80,200	D	\$ 19.0783	876.8995	D	
Common Stock	02/12/2008	M	26,471	A	\$ 9.7739	27,347.8995	D	
Common Stock	02/12/2008	M	8,750	A	\$ 16.68	36,097.8995	D	
Common Stock	02/12/2008	M	45,000	A	\$ 18.33	81,097.8995	D	
Common Stock	02/12/2008	S	80,221	D	\$ 19.0727	876.8995	D	
Common Stock						140	I	Custodian for son

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)	Amount or Number of Shares
Stock Options (Right to buy)	\$ 7.6124	02/11/2008		M	28,336	09/19/2002 09/20/2010	Common Stock	28,336
Stock Options (Right to buy)	\$ 8.9624	02/11/2008		M	2,917	10/13/2000 04/14/2009	Common Stock	2,917
Stock Options (Right to buy)	\$ 9.2624	02/11/2008		M	8,750	10/08/2000 04/09/2009	Common Stock	8,750
	\$ 9.7739	02/11/2008		M	40,197	09/28/2003 09/29/2011		40,197

Stock Options (Right to buy)	Exercise Price	Grant Date	Relationship	Number of Shares	Expiration Date	Common Stock	Number of Shares
Stock Options (Right to buy)	\$ 9.7739	02/12/2008	M	26,471	09/28/2003 09/29/2011	Common Stock	26,471
Stock Options (Right to buy)	\$ 16.68	02/12/2008	M	8,750	10/21/2007 ⁽¹⁾ 10/22/2015	Common Stock	8,750
Stock Options (Right to buy)	\$ 18.33	02/12/2008	M	45,000	05/19/2006 05/20/2014	Common Stock	45,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CUSHMAN DANIEL H P.O. BOX 45308 OMAHA, NE 68145			Former Sr Exec VP-Chf Mkg Ofcr	

Signatures

DanielH.Cushman 02/13/2008

 **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).
- (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. 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.