WERNER ENTERPRISES INC

Form 4

December 19, 2013

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per response...

OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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

SECURITIES

may continue. See Instruction

1(b).

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

(Print or Type Responses)

1. Name and Address of Reporting Person *

WERNER	Symbol WERNI	Symbol WERNER ENTERPRISES INC [WERN]				Issuer (Check all applicable)			
(Last)	(First) (Midd	(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 12/17/2013				X DirectorX 10% Owner Officer (give title below) Other (specify below)		
OMAHA, 1	(Street) NE 68145		4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) (Zip	o) Tabl	e I - Non-I	Derivative	Secui	rities Acq	uired, Disposed o	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	an	xecution Date, if	Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	ispose	d of (D)	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)
Common Stock	12/17/2013		P	20	A	\$ 24.49	20	I	By spouse as UTMA custodian for minor child (1)
Common Stock	12/17/2013		P	20	A	\$ 24.49	20	I	By spouse as UTMA custodian for minor child (2)
Common Stock	12/17/2013		P	20	A	\$ 24.49	20	I	By spouse as UTMA

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								custodian for minor child (3)
Common Stock	12/17/2013	P	20	A	\$ 24.47	20	I	By spouse as UTMA custodian for minor child (4)
Common Stock	12/17/2013	P	9	A	\$ 24.46	9	I	By spouse as UTMA custodian for minor child (5)
Common Stock						6,273,918	D	
Common Stock						3,000	I	By Spouse
Common Stock						7,500,625	I	Trustee For Self And Children
Common Stock						7,500,625	I	Trustee, Life Interest Only

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

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SEC 1474

(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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. orNumber of Derivativ Securities		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	
	Security				Acquired			(msu. 5 and 4)]
	·				(A) or					J
					Disposed of (D)					-
					(Instr. 3,					,
					4, and 5)					
				Code V	(A) (D)		*	Title Amount		
						Exercisable	Date	or Number		

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships							
•	Director	10% Owner	Officer Othe					
WERNER CLARENCE L								
P.O. BOX 45308	X	X						
OMAHA, NE 68145								

Signatures

/s/ Clarence L.
Werner

**Signature of Pate Reporting Person

Approximate Parson Page 12/19/2013

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).
- Shares are held of record by the Reporting Person's spouse as custodian for a minor child under the Uniform Transfer to Minors Act. The (1) Reporting Person disclaims beneficial ownership of these shares, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- Shares are held of record by the Reporting Person's spouse as custodian for a minor child under the Uniform Transfer to Minors Act. The (2) Reporting Person disclaims beneficial ownership of these shares, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- Shares are held of record by the Reporting Person's spouse as custodian for a minor child under the Uniform Transfer to Minors Act. The (3) Reporting Person disclaims beneficial ownership of these shares, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- Shares are held of record by the Reporting Person's spouse as custodian for a minor child under the Uniform Transfer to Minors Act. The (4) Reporting Person disclaims beneficial ownership of these shares, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- Shares are held of record by the Reporting Person's spouse as custodian for a minor child under the Uniform Transfer to Minors Act. The (5) Reporting Person disclaims beneficial ownership of these shares, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

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.

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