WERNER ENTERPRISES INC

Form 4

November 30, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or

SECURITIES Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. See Instruction 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * STEELE JOHN J			issuer Name and bol RNER ENTI ERN]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) P.O. BOX 4		(Mo	ate of Earliest T nth/Day/Year) 28/2016	ransaction			Director 10% Owner X Officer (give title Other (specify below) below)			
OMAHA, N	(Street)	4. If	Amendment, D	Č	1		Exec VP - Treasurer & CFO 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) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own								ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		med 3. on Date, if Transaction Code		ties A ispose 4 and (A) or	cquired d of (D) 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	
Common Stock	11/28/2016	11/28/2016	Code V F	Amount 388 (1)	(D)	Price \$ 27.2	51,160.003	D		
Common Stock	11/29/2016	11/29/2016	F	517 (2)	D	\$ 26.95	50,643.003	D		

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	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date Exercisable	Expiration Date	or Title Num			
				C-1- V	(A) (D)				of		
				Code v	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

STEELE JOHN J P.O. BOX 45308 **OMAHA, NE 68145**

Exec VP - Treasurer & CFO

Signatures

/s/ John J. Steele 11/30/2016 **Signature of Date Reporting Person

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).
- Represents shares required to satisfy tax withholding obligations in connection with the vesting of 1,200 shares of restricted stock granted **(1)** to the Reporting Person on November 28, 2011.
- Represents shares required to satisfy tax withholding obligations in connection with the vesting of 1,600 shares of restricted stock granted **(2)** to the Reporting Person on November 29, 2012.

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.

Reporting Owners 2