#### WERNER ENTERPRISES INC

Form 4 May 02, 2008

## FORM 4

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

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

subject to Section 16. Form 4 or Form 5

**SECURITIES** obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

may continue.

1. Name and Address of Reporting Person \* **EASTON R LEE** 

(First) (Middle)

P.O. BOX 45308

(Last)

(Street)

**OMAHA, NE 68145** 

2. Issuer Name and Ticker or Trading

Symbol

WERNER ENTERPRISES INC [WERN]

3. Date of Earliest Transaction

(Month/Day/Year) 04/30/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

Director 10% Owner \_X\_\_ Officer (give title Other (specify

below) Former Vice President - MIS

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) Tal	ble I - N	lon-	Derivative S	Securi	ties Acquire	ed, Disposed of, o	r Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	ccution Date, if TransactionDisposed of (D)  Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	01/07/2008		A	V	80.0822	A	\$ 15.8466	1,041.847	D	
Common Stock	01/24/2008		A	V	2.5165	A	\$ 19.11	1,044.3635	D	
Common Stock	04/30/2008		M		12,500	A	\$ 9.7739	13,544.3635	D	
Common Stock	04/30/2008		M		2,500	A	\$ 16.68	16,044.3635	D	
Common Stock	04/30/2008		M		2,250	A	\$ 18.33	18,294.3635	D	

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Common Stock S 17,250 D \$ 1,044.3635 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)

# 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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 o Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Options (Right to buy)	\$ 9.7739	04/30/2008		M		12,500	09/28/2003	09/29/2011	Common Stock	12,500
Stock Options (Right to buy)	\$ 16.68	04/30/2008		M		2,500	10/21/2007(1)	10/22/2015	Common Stock	2,500
Stock Options (Right to buy)	\$ 18.33	04/30/2008		M		2,250	05/19/2006	05/20/2014	Common Stock	2,250

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
EASTON R LEE						
P.O. BOX 45308			Former Vice President - MIS			
OMAHA, NE 68145						

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## **Signatures**

RobertL.Easton

05/02/2008

\*\*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.

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