

WERNER ENTERPRISES INC

Form 4

October 26, 2009

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CALLAHAN CRAIG T

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)  
06/10/2009

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
VP Logistics & Corporate Sales

OMAHA, 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)

**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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/27/2009		A	V 1.28	A \$ 15 385.2828	I	By spouse
Common Stock	01/27/2009		A	V 3.916	A \$ 15 1,178.6768	D	
Common Stock	04/02/2009		A	V 35.3206	A \$ 16.3879 420.6034	I	By spouse
Common Stock	04/02/2009		A	V 90.4271	A \$ 16.3879 1,269.1039	D	
Common Stock	05/05/2009		A	V 1.2548	A \$ 16.76 421.8582	I	By spouse

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Common Stock	05/05/2009	A	V	3.7864	A	\$ 16.76	1,272.8903	D	
Common Stock	06/10/2009	S		421.8582	D	\$ 20	0	I	By spouse
Common Stock	07/08/2009	A	V	27.4569	A	\$ 18.0556	27.4569	I	By spouse
Common Stock	07/08/2009	A	V	70.2973	A	\$ 18.0556	1,343.1876	D	
Common Stock	07/21/2009	A	V	3.6617	A	\$ 17.38	1,346.8493	D	
Common Stock	10/06/2009	A	V	31.1593	A	\$ 18.5765	58.6162	I	By spouse
Common Stock	10/06/2009	A	V	79.7658	A	\$ 18.5765	1,426.6151	D	
Common Stock	10/20/2009	A	V	0.0656	A	\$ 20.87	58.6818	I	By spouse
Common Stock	10/20/2009	A	V	3.2266	A	\$ 20.87	1,429.8417	D	
Common Stock	10/22/2009	S		750	D	\$ 20.3508	679.8417	D	

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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. 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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CALLAHAN CRAIG T P.O. BOX 45308 OMAHA, NE 68145			VP Logistics & Corporate Sales	

## Signatures

/s/ Craig T.  
Callahan

10/26/2009

\_\_\_\_\_  
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).

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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