

CUSHMAN DANIEL H

Form 5

February 14, 2006

FORM 5**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).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
CUSHMAN DANIEL H2. 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)

3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2005☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Sr Exec VP-Chf Mkg & Oper Ofcr

P.O. BOX 45308

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

OMAHA, NE 68145

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/05/2005	Â	A	22.793 A \$ 21.7426	160.861	D	Â
Common Stock	01/25/2005	Â	A	0.1953 A \$ 20.79	161.0563	D	Â
Common Stock	04/04/2005	Â	A	30.2346 A \$ 19.137	191.2909	D	Â
Common Stock	05/03/2005	Â	A	0.2634 A \$ 18.34	191.5543	D	Â

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Common Stock	07/05/2005	Â	A	25.332	A	\$ 19.7288	216.8863	D	Â
Common Stock	07/19/2005	Â	A	0.2941	A	\$ 18.77	217.1804	D	Â
Common Stock	10/05/2005	Â	A	33.8623	A	\$ 17.2292	251.0427	D	Â
Common Stock	10/18/2005	Â	A	0.368	A	\$ 17.01	251.4107	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	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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SEC 2270
(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)	
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 7.35	Â	Â	Â	Â Â	12/20/2001	12/21/2009	Common Stock	22,918
Stock Options (Right to buy)	\$ 7.6124	Â	Â	Â	Â Â	09/19/2002	09/20/2010	Common Stock	55,418
Stock Options (Right to buy)	\$ 8.9624	Â	Â	Â	Â Â	10/13/2000	04/14/2009	Common Stock	2,917
Stock Options (Right to buy)	\$ 9.2624	Â	Â	Â	Â Â	10/08/2000	04/09/2009	Common Stock	8,750

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Stock Options (Right to buy)	\$ 9.66	Â	Â	Â	Â	Â	06/08/1999	12/09/2007	Common Stock	1,564
Stock Options (Right to buy)	\$ 9.7739	Â	Â	Â	Â	Â	09/28/2003	09/29/2011	Common Stock	66,668
Stock Options (Right to buy)	\$ 16.68	Â	Â	Â	Â	Â	Â ⁽¹⁾	10/22/2015	Common Stock	35,000
Stock Options (Right to buy)	\$ 18.33	Â	Â	Â	Â	Â	05/19/2006	05/20/2014	Common Stock	100,000

Reporting Owners

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

Signatures

Daniel H. Cushman 02/14/2006

__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 provided 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.