

WERNER ENTERPRISES INC

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 *
STEVENS CHARLES R2. 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
____X____ Officer (give title ____ Other (specify
below) below)
VP-Mktg Admin & Risk Mgmt

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

____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 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)
				Amount	(A) or (D)	Price			
Common Stock	01/05/2005	Â	A	22.793	A	\$ 21.7426	1,526.9972	D	Â
Common Stock	01/25/2005	Â	A	2.5705	A	\$ 20.79	1,529.5677	D	Â
Common Stock	04/04/2005	Â	A	30.2346	A	\$ 19.137	1,559.8023	D	Â
Common Stock	05/03/2005	Â	A	2.9766	A	\$ 18.34	1,562.7789	D	Â

Edgar Filing: WERNER ENTERPRISES INC - Form 5

Common Stock	07/05/2005	Â	A	25.1196	A	\$ 19.7288	1,587.8985	D	Â
Common Stock	07/19/2005	Â	A	3.3303	A	\$ 18.77	1,591.2288	D	Â
Common Stock	10/05/2005	Â	A	33.8623	A	\$ 17.2292	1,625.0911	D	Â
Common Stock	10/18/2005	Â	A	3.7419	A	\$ 17.01	1,628.833	D	Â

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 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)	8. Amount or Number of Shares
					(A) (D)	Date Exercisable Expiration Date	Title	
Stock Options (Right to buy)	\$ 7.35	Â	Â	Â	Â Â	12/20/2001 12/21/2009	Common Stock	9,375
Stock Options (Right to buy)	\$ 9.66	Â	Â	Â	Â Â	06/08/1999 12/09/2007	Common Stock	4,740
Stock Options (Right to buy)	\$ 9.7739	Â	Â	Â	Â Â	09/28/2003 09/29/2011	Common Stock	4,168
Stock Options (Right to buy)	\$ 16.68	Â	Â	Â	Â Â	Â <u>(1)</u> 10/22/2015	Common Stock	12,500
Stock Options	\$ 18.33	Â	Â	Â	Â Â	05/19/2006 05/20/2014	Common Stock	12,500

(Right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEVENS CHARLES R P.O. BOX 45308 OMAHA, NE 68145	^	^	^ VP-Mktg Admin & Risk Mgmt	^

Signatures

Charles R
Stevens 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.