Edgar Filing: WERNER ENTERPRISES INC - Form 4

| WERNER ENTERPRISES ING Form 4 February 10, 2017 FORM 4 UNITED S Check this box | TATES SECUI | RITIES A shington, | | | NGE C | COMMISSION | OMB Number: | PPROVAL 3235-0287 |
|--|---|-----------------------|-------------------------|----------------|---|--|----------------|----------------------|
| Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). | | | | | | | | 0 |
| (Print or Type Responses) | | | | | | | | |
| 1. Name and Address of Reporting Po NORDLUND H MARTY | suer Name and Ticker or Trading ol RNER ENTERPRISES INC RN] | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
| (Last) (First) (Mi P.O. BOX 45308 | of Earliest Transaction Day/Year) 2017 | | | | Director 10% Owner X_ Officer (give title Other (specify below) below) Sr. Exec VP and COO | | | |
| (Street) OMAHA, NE 68145 | endment, Da nth/Day/Year | - | 1 | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | |
| | Zip) Tab | | | ~ | | Person | | |
| 1.Title of 2. Transaction Date | - 140 | (A) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of | |
| Common 02/08/2017 | | Code V A | Amount 9,255 | or (D) A | Price \$ 0 | (Instr. 3 and 4) 48,436.686 | D | |
| Stock | | | $\frac{(1)}{(77, (2))}$ | | \$ | | | |
| Stock 02/10/2017 | | F | 677 <u>(2)</u> | D | 28.25 | 47,759.686 | D | |
| Common 02/10/2017 Stock | | F | 732 <u>(3)</u> | D | \$ 28.25 | 47,027.686 | 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

Edgar Filing: WERNER ENTERPRISES INC - Form 4

number.

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. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | 7. Titl Amou Under Secur (Instr. | ınt of rlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|--|---|---------------------|--------------------|--|--|---|---|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|---------------------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| NORDLUND H MARTY P.O. BOX 45308 OMAHA, NE 68145 | | | Sr. Exec VP and COO | | | | |
| Signatures | | | | | | | |
| /s/ Harold M. Nordlund II | 02/10/20 | 17 | | | | | |

**Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Date

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Restricted stock awarded February 8, 2017 under stockholder approved equity plan. This award shall vest, subject to continued
- (1) employment, in four annual increments of 25% each beginning February 8, 2018 (1 year after the grant date). The award will become fully vested on February 8, 2021.
- (2) Represents shares required to satisfy tax withholding obligations in connection with the vesting of 1,800 shares of performance-based restricted stock granted to the Reporting Person on February 10, 2014.
- (3) Represents shares required to satisfy tax withholding obligations in connection with the vesting of 2,100 shares of performance-based restricted stock granted to the Reporting Person on February 10, 2015.

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.