

JOHNSON JAMES LYNN

Form 4

February 11, 2019

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 *
JOHNSON JAMES LYNN

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)

OMAHA, NE 68145

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
01/03/2018

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

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Exec VP - Chief Acctg Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/03/2018		A	V	131.037	A	\$ 38.7847
Common Stock	01/17/2018		A	V	21.766	A	\$ 40.3
Common Stock	04/03/2018		A	V	161.985	A	\$ 37.0574
Common Stock	05/02/2018		A	V	25.417	A	\$ 35.3781
Common Stock	07/03/2018		A	V	134.407	A	\$ 38.2514

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Common Stock	07/18/2018	A	V	31.641	A	\$ 36.6111	63,658.25	D
Common Stock	10/02/2018	A	V	169.661	A	\$ 35.3774	63,827.911	D
Common Stock	10/16/2018	A	V	35.335	A	\$ 33.2064	63,863.246	D
Common Stock	02/07/2019	F		461 <u>(1)</u>	D	\$ 34.54	63,402.246	D
Common Stock	02/08/2019	F		535 <u>(2)</u>	D	\$ 34.17	62,867.246	D
Common Stock	02/10/2019	F		972 <u>(3)</u>	D	\$ 34.17	61,895.246	D
Common Stock	02/10/2019	F		833 <u>(4)</u>	D	\$ 34.17	61,062.246	D
Common Stock	02/11/2019	A		4,539 <u>(5)</u>	A	\$ 0	65,601.246	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. 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	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other

JOHNSON JAMES LYNN
P.O. BOX 45308
OMAHA, NE 68145

Exec VP - Chief Acctg Officer

Signatures

/s/ James L.

Johnson

02/11/2019

 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) Represents shares required to satisfy tax withholding obligations in connection with the vesting of 996 shares of restricted stock granted to the Reporting Person on February 7, 2018.
- (2) Represents shares required to satisfy tax withholding obligations in connection with the vesting of 1,157 shares of restricted stock granted to the Reporting Person on February 8, 2017.
- (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.
- (4) 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.

- Restricted stock awarded February 11, 2019 under stockholder approved equity plan. This award shall vest, subject to continued
- (5) employment, in four annual increments of 25% each beginning February 11, 2020 (1 year after the grant date). The award will become fully vested on February 11, 2023.

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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