

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

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(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)
			Code	V	Amount	(A) or (D)	Price		
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.

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(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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