

LEATHERS DEREK J  
Form 5  
February 14, 2006

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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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

1. Name and Address of Reporting Person \*  
LEATHERS DEREK J

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Executive VP - International

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)
				Amount	(A) or (D) Price			
Common Stock	01/05/2005	Â	A	22.793	A \$ 21.7426	1,070.1329	D	Â
Common Stock	01/25/2005	Â	A	1.8013	A \$ 20.79	1,071.9342	D	Â
Common Stock	04/04/2005	Â	A	30.2346	A \$ 19.137	1,102.1688	D	Â
Common Stock	05/03/2005	Â	A	2.1036	A \$ 18.34	1,104.2724	D	Â

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Common Stock	07/05/2005	Â	A	25.332	A	\$ 19.7288	1,129.6044	D	Â
Common Stock	07/19/2005	Â	A	2.3532	A	\$ 18.77	1,131.9576	D	Â
Common Stock	10/05/2005	Â	A	33.8623	A	\$ 17.2292	1,165.8199	D	Â
Common Stock	10/18/2005	Â	A	2.662	A	\$ 17.01	1,168.4819	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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
Stock Options (Right to buy)	\$ 7.35	Â	Â	Â	Â Â	12/20/2001 12/21/2009	Common Stock	8,750
Stock Options (Right to buy)	\$ 7.6124	Â	Â	Â	Â Â	09/19/2002 09/20/2010	Common Stock	33,334
Stock Options (Right to buy)	\$ 9.7739	Â	Â	Â	Â Â	09/28/2003 09/29/2011	Common Stock	33,334
Stock Options (Right to buy)	\$ 16.68	Â	Â	Â	Â Â	Â <sup>(1)</sup> 10/22/2015	Common Stock	20,000
Stock Options	\$ 18.33	Â	Â	Â	Â Â	05/19/2006 05/20/2014	Common Stock	35,000

