

WERNER ENTERPRISES INC

Form 5

February 12, 2008

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: 3235-0362
Expires: January 31,
2005
Estimated average
burden hours per
response... 1.0

1. Name and Address of Reporting Person *
FLYNN DANIEL W

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 of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2007

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
VP-Cust. Service & Development

PO 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)
Common Stock	01/04/2007	Â	A	67.6317 A \$ 18.7619	712.1431	D	Â
Common Stock	01/23/2007	Â	A	1.5642 A \$ 18.54	713.7073	D	Â
Common Stock	04/03/2007	Â	A	80.1006 A \$ 18.4955	793.8079	D	Â
Common Stock	05/01/2007	Â	A	1.8889 A \$ 18.91	795.6968	D	Â

Edgar Filing: WERNER ENTERPRISES INC - Form 5

Common Stock	07/03/2007	Â	A	61.4444	A	\$ 20.6512	857.1412	D	Â
Common Stock	07/17/2007	Â	A	1.9255	A	\$ 20.6595	859.0667	D	Â
Common Stock	10/02/2007	Â	A	85.7934	A	\$ 17.4123	944.8601	D	Â
Common Stock	10/16/2007	Â	A	2.363	A	\$ 18.1758	947.2231	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. Price of Derivative Security (Instr. 5)	9. of
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLYNN DANIEL W PO BOX 45308 OMAHA, NE 68145	Â	Â	Â VP-Cust. Service & Development	Â

Signatures

DanielW.Flynn 02/12/2008
 **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 provided is insufficient, see Instruction 6 for procedure.

Edgar Filing: WERNER ENTERPRISES INC - Form 5

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.