#### WERNER ENTERPRISES INC

Form 4

February 12, 2016

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Check this box

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

See Instruction 1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * MULLEN JAMES A  |   |          | 2. Issuer Name and Ticker or Trading Symbol WERNER ENTERPRISES INC |   |                   |  |             | 5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)   |   |  |  |
|---|---|----------|--|---|-------------------|--|-------------|--|---|--|--|
| (Last) P.O. BOX 4   | (First) 45308   | (Middle) | [WERN] 3. Date of Earliest Transaction (Month/Day/Year) 02/10/2016 |   |                   |  |             | Director 10% Owner X_ Officer (give title Other (specify below) below)  Exec VP and General Counsel  |   |  |  |
| OMAHA, N  | 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 |   |          |  |   |                   |  |             | ly Owned   |   |  |  |
| 1.Title of<br>Security<br>(Instr. 3)  | 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, any (Month/Day/Ye |          |  | Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or |                   |  |             | 5. Amount of Securities Ownership Indirect Beneficially Form: Direct Benefici Owned (D) or Ownersh Following Indirect (I) (Instr. 4) Transaction(s) (Instr. 3 and 4) |   |  |  |
| Common<br>Stock   | 02/10/2016  |          |  | Code V A                                    | Amount 10,500 (1) | (D)  | Price \$ 0  | 48,834.373   | D |  |  |
| Common<br>Stock   | 02/10/2016  |          |  | F   | 728 (2)           | D  | \$<br>26.42 | 48,106.373   | D |  |  |
| Common<br>Stock   | 02/10/2016  |          |  | F   | 677 (3)           | D  | \$<br>26.42 | 47,429.373   | D |  |  |

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

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#### number.

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.         | 5.         | 6. Date Exerc | cisable and | 7. Titl | le and   | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-------------|---------|----------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transacti  | orNumber   | Expiration D  | ate         | Amou    | ınt of   | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/   | Year)       | Under   | rlying   | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivative | e             |             | Secur   | ities    | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |            | Securities |               |             | (Instr. | 3 and 4) |             | Own    |
|             | Security    |                     |                    |            | Acquired   |               |             |         |          |             | Follo  |
|             | ·           |                     |                    |            | (A) or     |               |             |         |          |             | Repo   |
|             |             |                     |                    |            | Disposed   |               |             |         |          |             | Trans  |
|             |             |                     |                    |            | of (D)     |               |             |         |          |             | (Instr |
|             |             |                     |                    |            | (Instr. 3, |               |             |         |          |             | `      |
|             |             |                     |                    |            | 4, and 5)  |               |             |         |          |             |        |
|             |             |                     |                    |            |            |               |             |         |          |             |        |
|             |             |                     |                    |            |            |               |             |         | Amount   |             |        |
|             |             |                     |                    |            |            | Date          | Expiration  |         | or       |             |        |
|             |             |                     |                    |            |            | Exercisable   | Date        | Title   | Number   |             |        |
|             |             |                     |                    |            |            | Ziicicisuoic  |             |         | of       |             |        |
|             |             |                     |                    | Code V     | (A) (D)    |               |             |         | Shares   |             |        |

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MULLEN JAMES A P.O. BOX 45308 OMAHA, NE 68145

Exec VP and General Counsel

## **Signatures**

/s/ James A. 02/12/2016 Mullen

\*\*Signature of Date
Reporting Person

### **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).
- Represents shares earned in connection with the performance-based restricted stock previously granted on February 10, 2015, based upon the level of attainment of certain performance objectives. These shares shall vest, subject to continued employment, in five annual increments of 20% each beginning February 10, 2016 (1 year after the grant date). The award will become fully vested on February 10, 2020.
- (2) 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.
- (3) 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.

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.

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