

WERNER ENTERPRISES INC

Form 5

February 14, 2007

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check 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: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
SCHELBLE JIM S

(Last) (First) (Middle)

P.O. BOX 45308

(Street)

OMAHA, NE 68145

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol**WERNER ENTERPRISES INC**
[WERN]3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20064. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Exec VP - Sales & Marketing

6. Individual or Joint/Group Reporting

(check applicable line)

☒ 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 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	01/05/2006	01/05/2006	A	24.3693 A	\$ 20.3375	524.3693 D	Â
Common Stock	04/05/2006	04/05/2006	A	77.3039 A	\$ 19.1628	601.6732 D	Â
Common Stock	05/02/2006	05/02/2006	A	0.1557 A	\$ 18.88	601.8289 D	Â
Common Stock	07/05/2006	07/05/2006	A	62.2325 A	\$ 20.56	664.0614 D	Â

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Common Stock	07/18/2006	07/18/2006	A	0.1768	A	\$ 18.67	664.2382	D	Â
Common Stock	10/03/2006	10/03/2006	A	77.8008	A	\$ 19.1993	742.039	D	Â
Common Stock	10/17/2006	10/17/2006	A	0.281	A	\$ 18.97	742.32	D	Â

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

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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. Amount or Number of Shares
					(A) (D)	Date Exercisable Expiration Date	Title	
Stock Options (Right to buy)	\$ 7.35	Â	Â	Â	Â Â	12/20/2001 12/21/2009	Common Stock	8,334
Stock Options (Right to buy)	\$ 9.7739	Â	Â	Â	Â Â	09/28/2003 09/29/2011	Common Stock	5,000
Stock Options (Right to buy)	\$ 16.68	Â	Â	Â	Â Â	Â ⁽¹⁾ 10/22/2015	Common Stock	20,000
Stock Options (Right to buy)	\$ 18.33	Â	Â	Â	Â Â	05/19/2006 05/20/2014	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

SCHELBLE JIM S
P.O. BOX 45308
OMAHA, NE 68145

Â Â Â Exec VP - Sales & Marketing Â

Signatures

Jim S. Schelble 02/14/2007

__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) Stock options become exercisable in the following percentages at the specified number of months from grant date: 25% at 24 months; 20% each at 36, 48, and 60 months; and 15% at 72 months.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.