JOHNSON JAMES LYNN
Form 4
February 11, 2019

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
JOHNSON JAMES LYNN

(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. Date of Earliest Transaction (Month/Day/Year)
01/03/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Exec VP - Chief Acctg Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 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	01/03/2018		A	V	131.037	A	$ 38.7847	60,779.034	D	
Common Stock	01/17/2018		A	V	21.766	A	$ 40.3	60,800.8	D	
Common Stock	04/03/2018		A	V	161.985	A	$ 37.0574	63,466.785	D	
Common Stock	05/02/2018		A	V	25.417	A	$ 35.3781	63,492.202	D	
Common Stock	07/03/2018		A	V	134.407	A	$ 38.2514	63,626.609	D	

Common Stock	07/18/2018		A	V	31.641	A	$ 36.6111	63,658.25	D
Common Stock	10/02/2018		A	V	169.661	A	$ 35.3774	63,827.911	D
Common Stock	10/16/2018		A	V	35.335	A	$ 33.2064	63,863.246	D
Common Stock	02/07/2019		F		461 (1)	D	$ 34.54	63,402.246	D
Common Stock	02/08/2019		F		535 (2)	D	$ 34.17	62,867.246	D
Common Stock	02/10/2019		F		972 (3)	D	$ 34.17	61,895.246	D
Common Stock	02/10/2019		F		833 (4)	D	$ 34.17	61,062.246	D
Common Stock	02/11/2019		A		4,539 (5)	A	$ 0	65,601.246	D

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

JOHNSON JAMES LYNN
P.O. BOX 45308
OMAHA, NE 68145

Exec VP - Chief Acctg Officer

Signatures

/s/ James L. Johnson	02/11/2019
**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) Represents shares required to satisfy tax withholding obligations in connection with the vesting of 996 shares of restricted stock granted to the Reporting Person on February 7, 2018.

(2) Represents shares required to satisfy tax withholding obligations in connection with the vesting of 1,157 shares of restricted stock granted to the Reporting Person on February 8, 2017.

(3) 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.

(4) 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.

(5) Restricted stock awarded February 11, 2019 under stockholder approved equity plan. This award shall vest, subject to continued employment, in four annual increments of 25% each beginning February 11, 2020 (1 year after the grant date). The award will become fully vested on February 11, 2023.

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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