#### SATHER DUANE K

Form 4

August 17, 2017

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

**OMB APPROVAL** 

3235-0287 Number:

Expires:

January 31, 2005

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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).

Common

Common

Common

Stock

Stock

Stock

08/15/2017

08/15/2017

08/15/2017

(Print or Type Responses)

SATHER DUANE K S		Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol WERNER ENTERPRISES INC		5. Relationship of Reporting Person(s) to Issuer			
		[WERN		(0	Check all applicable)			
(Last)	(First) (M		of Earliest Transaction  Day/Year)	_X_ Director	r 10% Owner give title Other (specify			
P.O. BOX 45308		08/15/2		below)	below)			
	(Street)		endment, Date Original onth/Day/Year)	Applicable Lin	or Joint/Group Filing(Check e) I by One Reporting Person			
OMAHA, N	NE 68145		Form filed by More than One Report Person					
(City)	(State) (	Zip) Tab	ole I - Non-Derivative Securi	ties Acquired, Dispose	ed 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)	Code (Instr. 3, 4 and 5	A of (D) Securities 5) Beneficially Owned Following Reported Transaction(	Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)			
Common Stock	08/15/2017		Code V Amount (D)  F 19 (1) D	Price (Instr. 3 and \$ 13,743	4) D			

39 (2)

60 (3)

116 (4) D

13,704

13,644

13,528

D

D

D

F

F

F

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

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SEC 1474 (9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4.	5. onNumber	6. Date Exerc Expiration D		7. Titl		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Tear)	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/		Under Securi	rlying	Security (Instr. 5)	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

SATHER DUANE K P.O. BOX 45308 OMAHA, NE 68145

X

## **Signatures**

/s/ Duane K. Sather 08/17/2017

\*\*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).
- (1) Represents shares required to satisfy tax withholding obligations in connection with the vesting of 330 shares of restricted stock granted to the Reporting Person on December 1, 2014.
- (2) Represents shares required to satisfy tax withholding obligations in connection with the vesting of 660 shares of restricted stock granted to the Reporting Person on November 30, 2015.
- (3) Represents shares required to satisfy tax withholding obligations in connection with the vesting of 1,000 shares of restricted stock granted to the Reporting Person on November 28, 2016.
- (4) Represents shares required to satisfy tax withholding obligations in connection with the vesting of 1,934 shares of restricted stock granted to the Reporting Person on May 9, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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