

STEELE JOHN J
Form 4
December 01, 2017

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 *
STEELE JOHN J

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)
P.O. BOX 45308
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/29/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec VP - Treasurer & CFO

OMAHA, NE 68145

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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		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	01/05/2017		A	V	137.417	A	\$ 27.7475	49,810.42	D	
Common Stock	01/18/2017		A	V	19.74	A	\$ 26.7846	49,830.16	D	
Common Stock	04/04/2017		A	V	171.254	A	\$ 26.2145	53,189.414	D	
Common Stock	05/03/2017		A	V	20.513	A	\$ 26.7348	53,209.927	D	
Common Stock	07/06/2017		A	V	129.629	A	\$ 29.6271	53,339.556	D	

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Common Stock	07/19/2017	A	V	22.031	A	\$ 29.1075	53,361.587	D
Common Stock	10/03/2017	A	V	123.999	A	\$ 36.1575	53,485.586	D
Common Stock	10/18/2017	A	V	18.525	A	\$ 35.19	53,504.111	D
Common Stock	11/29/2017	F		517 <u>(1)</u>	D	\$ 37.1	52,987.111	D
Common Stock	11/30/2017	F		323 <u>(2)</u>	D	\$ 38.2	52,664.111	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. Number of Derivative Securities Owned Beneficially (Instr. 5)
				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
STEELE JOHN J P.O. BOX 45308 OMAHA, NE 68145			Exec VP - Treasurer & CFO	

Signatures

/s/ John J. Steele 12/01/2017
 **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 1,600 shares of restricted stock granted to the Reporting Person on November 29, 2012.
- (2) 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 30, 2010.

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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