

NORDLUND H MARTY
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 *
NORDLUND H MARTY

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)
01/03/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. Exec VP and COO

OMAHA, NE 68145

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			
Common Stock	01/03/2018		A	V	131.037	A	\$ 35.7847	44,382.376	D
Common Stock	01/17/2018		A	V	11.821	A	\$ 40.3	44,394.197	D
Common Stock	04/03/2018		A	V	161.985	A	\$ 37.0574	50,044.182	D
Common Stock	05/02/2018		A	V	14.068	A	\$ 35.3781	50,058.25	D
Common Stock	07/03/2018		A	V	134.407	A	\$ 38.2514	50,192.657	D

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Common Stock	07/18/2018	A	V	17.513	A	\$ 36.6111	50,210.17	D
Common Stock	10/02/2018	A	V	169.661	A	\$ 35.3774	50,379.831	D
Common Stock	10/16/2018	A	V	19.721	A	\$ 33.2064	50,399.552	D
Common Stock	02/07/2019	F		845 ⁽¹⁾	D	\$ 34.54	49,554.552	D
Common Stock	02/08/2019	F		1,071 ⁽²⁾	D	\$ 34.17	48,483.552	D
Common Stock	02/10/2019	F		972 ⁽³⁾	D	\$ 34.17	47,511.552	D
Common Stock	02/10/2019	F		833 ⁽⁴⁾	D	\$ 34.17	46,678.552	D
Common Stock	02/11/2019	A		8,321 ⁽⁵⁾	A	\$ 0	54,999.552	D

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

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(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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Code V (A) (D)

Reporting Owners

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

NORDLUND H MARTY
P.O. BOX 45308
OMAHA, NE 68145

Sr. Exec VP and COO

Signatures

/s/ Harold M. Nordlund II 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 1,827 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 2,314 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.

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k for \$8.91 per share.(2)This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of May 15, 1998, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 5,138 shares of Advanced Medical Optics, Inc. common stock for \$17.42 per share.**(3)**This option, which was fully vested as of the grant date of May 12, 1999, was canceled pursuant to the terms of the merger agreement.**(4)**This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of May 19, 2000, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 3,853 shares of Advanced Medical Optics, Inc. common stock for \$31.83 per share.**(5)**This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of May 4, 2001, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 3,853 shares of Advanced Medical Optics, Inc. common stock for \$33.72 per share.**(6)**This option, which provided for vesting at 25% of the shares subject to the option vest upon the first anniversary of the grant and 1/48 of the shares subject to the option vest at the end of each full month for 36 months following the initial grant date of May 3, 2002, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 3,853 shares of Advanced Medical Optics, Inc. common stock for \$25.11 per share.**(7)**This option, which was fully vested as of the grant date of May 23, 2003, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 6,422 shares of Advanced Medical Optics, Inc. common stock for \$26.57 per share.**(8)**The phantom stock was credited to the Reporting Person's account under the 1995 Director Option and Stock Deferral Plan and upon exercise will be settled in common stock on a 1-for-1 basis.**(9)**This right, which becomes payable in common stock following the Reporting Person's termination of service as a director, in accordance with the deferral election made by the Reporting Person pursuant to the 1995 Director Option and Stock Deferral Plan, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with 565 shares of Advanced Medical Optics, Inc. common stock for \$26.58 per share.**(10)**This option, which was fully vested as of the grant date of May 13, 2004, was assumed by Advanced Medical Optics, Inc. in the merger and replaced with an option to purchase 6,422 shares of Advanced Medical Optics, Inc. common stock for \$35.57 per share.

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