

WERNER ENTERPRISES INC
Form 5
February 14, 2007

FORM 5

**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).
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

1. Name and Address of Reporting Person *
FLYNN DANIEL W

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
VP-Expedited & Western Region

PO BOX 45308

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

OMAHA, NE 68145

(City) (State) (Zip)

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)
				Amount	(A) or (D) Price			
Common Stock	01/05/2006	01/05/2006	A	24.3693	A \$ 20.3375	423.3095	D	^
Common Stock	01/24/2006	01/24/2006	A	0.771	A \$ 20.7	424.0805	D	^
Common Stock	04/05/2006	04/05/2006	A	77.3039	A \$ 19.1628	501.3844	D	^
Common Stock	05/02/2006	05/02/2006	A	1.0625	A \$ 18.88	502.4469	D	^

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Common Stock	07/05/2006	07/05/2006	A	61.7116	A	\$ 20.56	564.1585	D	Â
Common Stock	07/18/2006	07/18/2006	A	1.211	A	\$ 18.67	565.3695	D	Â
Common Stock	10/03/2006	10/03/2006	A	77.8008	A	\$ 19.1993	643.1703	D	Â
Common Stock	10/17/2006	10/17/2006	A	1.3411	A	\$ 18.97	644.5114	D	Â

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. F Der Sec (Instr. 3)
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 7.35	Â	Â	Â	Â Â Â <u>(1)</u>	12/21/2009	Common Stock	5,000
Stock Options (Right to buy)	\$ 10.425	Â	Â	Â	Â Â Â <u>(2)</u>	05/29/2008	Common Stock	3,334
Stock Options (Right to buy)	\$ 16.68	Â	Â	Â	Â Â Â <u>(1)</u>	10/22/2015	Common Stock	5,000
Stock Options (Right to buy)	\$ 18.33	Â	Â	Â	Â Â Â <u>(1)</u>	05/20/2014	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLYNN DANIEL W PO BOX 45308 OMAHA, NE 68145	^	^	^ VP-Expedited & Western Region	^

Signatures

Daniel W. Flynn 02/14/2007

 **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).
- (2) Stock options become exercisable in the following percentages at the specified number of months from grant date: 25% at 18 months; 20% each at 30, 42, and 54 months; and 15% at 66 months.
- (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.