

WERNER ENTERPRISES INC  
 Form 5  
 February 14, 2007

**FORM 5**

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

OMB APPROVAL

OMB Number: 3235-0362  
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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 \*  
**PARRY MATTHEW E**

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-TCU/Ded Operations

P.O. BOX 45308  
 (Street)

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

6. Individual or Joint/Group Reporting (check applicable line)

OMAHA, NE 68145

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 (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	12.1854	A \$ 20.3375	461.6636	D	^
Common Stock	01/24/2006	01/24/2006	A	0.8686	A \$ 20.7	462.5322	D	^
Common Stock	04/05/2006	04/05/2006	A	77.3039	A \$ 19.1628	539.8361	D	^
Common Stock	05/02/2006	05/02/2006	A	1.1435	A \$ 18.88	540.9796	D	^

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Common Stock	07/05/2006	07/05/2006	A	62.2325	A	\$ 20.56	603.2121	D	Â
Common Stock	07/18/2006	07/18/2006	A	1.3037	A	\$ 18.67	604.5158	D	Â
Common Stock	10/03/2006	10/03/2006	A	77.8008	A	\$ 19.1993	682.3166	D	Â
Common Stock	10/17/2006	10/17/2006	A	1.4338	A	\$ 18.97	683.7504	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. Amount or Number of Shares
Stock Options (Right to buy)	\$ 9.7739	Â	Â	Â	Â (A) Â (D)	09/28/2003 09/29/2011	Common Stock	1,459
Stock Options (Right to buy)	\$ 12.3	Â	Â	Â	Â (A) Â (D)	02/23/2001 08/24/2009	Common Stock	626
Stock Options (Right to buy)	\$ 16.68	Â	Â	Â	Â (A) Â (D) Â (1)	10/22/2015	Common Stock	10,000
Stock Options (Right to buy)	\$ 18.33	Â	Â	Â	Â (A) Â (D)	05/19/2006 05/20/2014	Common Stock	6,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PARRY MATTHEW E P.O. BOX 45308 OMAHA, NE 68145	Â	Â	Â VP-TCU/Ded Operations	Â

## Signatures

Matthew E Parry 02/14/2007

\*\*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) 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.

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