

WERNER ENTERPRISES INC
Form 4
January 28, 2008

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 *
HENN DUANE D

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)
01/25/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Former Vice President - Safety

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)				Price
Common Stock	01/04/2007		A	V	67.5411	A	\$ 18.7619	807.5145	D	
Common Stock	01/23/2007		A	V	1.7961	A	\$ 18.54	809.3106	D	
Common Stock	04/03/2007		A	V	79.9881	A	\$ 18.4955	889.2987	D	
Common Stock	05/01/2007		A	V	2.1163	A	\$ 18.91	891.415	D	
Common Stock	07/03/2007		A	V	61.3621	A	\$ 20.6512	952.7771	D	

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Common Stock	07/17/2007		A	V	2.1574	A	\$ 20.6595	954.9345	D
Common Stock	10/02/2007		A	V	84.9555	A	\$ 17.4123	1,039.89	D
Common Stock	10/16/2007		A	V	2.6271	A	\$ 18.1758	1,042.5171	D
Common Stock	01/07/2008		A	V	79.9749	A	\$ 15.8466	1,122.492	D
Common Stock	01/25/2008		S		1,122	D	\$ 18.9714	0.492	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 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
HENN DUANE D P.O. BOX 45308 OMAHA, NE 68145	Director 10% Owner Officer Other Former Vice President - Safety

Signatures

DuaneD.Henn 01/28/2008

__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).

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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