WERNER ENTERPRISES INC
Form 8-K
December 04, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K
CURRENT REPORT
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):
December 1, 2009

WERNER ENTERPRISES, INC.
(Exact name of registrant as specified in its charter)

NEBRASKA	0-14690	47-0648386
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

14507 FRONTIER ROAD POST OFFICE BOX 45308 OMAHA, NEBRASKA	68145
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (402) 895-6640

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

[ ] Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

[ ] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

[ ] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

[ ] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

(e) Compensatory Arrangements of Certain Officers.

On December 1, 2009, the Compensation Committee (the "Committee") of the Board of Directors of the registrant approved the following performance-based compensation awards, in the form of annual cash bonuses, and long-term incentive compensation awards, in the form of restricted stock, to the registrant's principal executive officer, principal financial officer and other named executive officers:

NAME	TITLE	CASH BONUS	RESTRICTED STOCK
Clarence L. Werner	Chairman of the Board	$0	0
Gary L. Werner	Vice Chairman	$205,000	30,000
Gregory L. Werner	President and Chief Executive Officer	$300,000	30,000
Derek J. Leathers	Senior Executive Vice President - Value Added Services & International and Chief Operating Officer	$240,000	30,000
John J. Steele	Executive Vice President, Treasurer and Chief Financial Officer	$110,000	10,000

The annual cash bonuses were awarded under the registrant's discretionary annual cash bonus program and will be paid on December 7, 2009. Such performance-based compensation awards are determined at the sole discretion of the Committee.

The restricted stock was awarded in accordance with the provisions of the Werner Enterprises, Inc. Equity Plan and is subject to service-based vesting provisions. The shares will vest annually in five increments of 20% each, beginning 3 years after the grant date. The awards will become fully vested on December 1, 2016. The notice of grant pursuant to which the Company makes awards of restricted stock is included as an exhibit to this Form 8-K. Such long-term incentive compensation awards are determined at the sole discretion of the Committee.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

10.1 Form of Restricted Stock Award Agreement for recipients under the Werner Enterprises, Inc. Equity Plan.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WERNER ENTERPRISES, INC.

Date: December 4, 2009

By: /s/ John J. Steele

John J. Steele
Executive Vice President,
Treasurer and Chief
Financial Officer

Date: December 4, 2009

By: /s/ James L. Johnson

James L. Johnson
Senior Vice President,
Controller and Corporate
Secretary