LEATHERS DEREK J
Form 4
February 11, 2019

# FORM 4

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

**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

OMB APPROVAL

| | |
|---|---|
| OMB Number: | 3235-0287 |
| Expires: | January 31, 2005 |
| Estimated average burden hours per response... | 0.5 |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
LEATHERS DEREK J

(Last) (First) (Middle)

P.O. BOX 45308

(Street)

OMAHA, NE 68145

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
WERNER ENTERPRISES INC [WERN]

3. Date of Earliest Transaction (Month/Day/Year)
01/03/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 01/03/2018 | | A | V | 131.037 | A | $ 38.7847 | 209,430.837 | D | |
| Common Stock | 01/17/2018 | | A | V | 18.033 | A | $ 40.3 | 209,448.87 | D | |
| Common Stock | 04/03/2018 | | A | V | 161.985 | A | $ 37.0574 | 228,982.855 | D | |
| Common Stock | 05/02/2018 | | A | V | 21.157 | A | $ 35.3781 | 229,004.012 | D | |
| Common Stock | 07/03/2018 | | A | V | 134.407 | A | $ 38.2514 | 229,138.419 | D | |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Common Stock | 07/18/2018 | | A | V | 26.338 | A | $ 36.6111 | 229,164.757 | D |
| Common Stock | 10/02/2018 | | A | V | 169.661 | A | $ 35.3774 | 229,334.418 | D |
| Common Stock | 10/16/2018 | | A | V | 29.474 | A | $ 33.2064 | 229,363.892 | D |
| Common Stock | 02/07/2019 | | F | | 3,427 (1) | D | $ 34.54 | 225,936.892 | D |
| Common Stock | 02/08/2019 | | F | | 2,758 (2) | D | $ 34.17 | 223,178.892 | D |
| Common Stock | 02/10/2019 | | F | | 4,814 (3) | D | $ 34.17 | 218,364.892 | D |
| Common Stock | 02/10/2019 | | F | | 4,126 (4) | D | $ 34.17 | 214,238.892 | D |
| Common Stock | 02/11/2019 | | A | | 34,040 (5) | A | $ 0 | 248,278.892 | D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

# Reporting Owners

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

LEATHERS DEREK J
P.O. BOX 45308
OMAHA, NE 68145

President & CEO

# Signatures

/s/ Derek J. Leathers — 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 7,475 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 6,016 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 10,500 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 9,000 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.

Note: File three copies of this Form, one of which must be manually signed. If space 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.