

WERNER ENTERPRISES INC

Form 5

February 14, 2006

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check 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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
PHILLIPS STEVEN LEE

(Last) (First) (Middle)

P.O. BOX 45308

(Street)

OMAHA, NE 68145

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
SymbolWERNER ENTERPRISES INC
[WERN]3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20054. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

VP - Customer Service

6. Individual or Joint/Group Reporting

(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 (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	01/05/2005	Â	A	22.793	A	\$ 21.7426	1,775.38	D	Â
Common Stock	01/25/2005	Â	A	2.9889	A	\$ 20.79	1,778.3689	D	Â
Common Stock	04/04/2005	Â	A	30.2346	A	\$ 19.137	1,808.6035	D	Â
Common Stock	05/03/2005	Â	A	3.4515	A	\$ 18.34	1,812.055	D	Â

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Common Stock	07/05/2005	Â	A	25.1196	A	\$ 19.7288	1,837.1746	D	Â
Common Stock	07/19/2005	Â	A	3.8615	A	\$ 18.77	1,841.0361	D	Â
Common Stock	10/05/2005	Â	A	33.8623	A	\$ 17.2292	1,874.8984	D	Â
Common Stock	10/18/2005	Â	A	4.3292	A	\$ 17.01	1,879.2276	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
					(A) (D)	Date Exercisable Expiration Date	Title	
Stock Options (Right to buy)	\$ 7.35	Â	Â	Â	Â Â	12/20/2001 12/21/2009	Common Stock	6,646
Stock Options (Right to buy)	\$ 9.7739	Â	Â	Â	Â Â	09/28/2003 09/29/2011	Common Stock	16,668
Stock Options (Right to buy)	\$ 10.425	Â	Â	Â	Â Â	11/28/1999 05/29/2008	Common Stock	6,668
Stock Options (Right to buy)	\$ 16.68	Â	Â	Â	Â Â	Â <u>(1)</u> 10/22/2015	Common Stock	12,500
Stock Options	\$ 18.33	Â	Â	Â	Â Â	05/19/2006 05/20/2014	Common Stock	15,000

(Right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PHILLIPS STEVEN LEE P.O. BOX 45308 OMAHA, NE 68145	Â	Â	Â VP - Customer Service	Â

Signatures

Steven L Phillips 02/14/2006

__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.

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.