

MULLEN JAMES A
Form 5
February 12, 2013

FORM 5

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

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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
MULLEN JAMES A

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 of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2012

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Exec VP and General Counsel

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

____X____ 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	01/04/2012	Â	A	121.443	A	\$ 24.46	29,140.374	D	Â
Common Stock	01/24/2012	Â	A	3.019	A	\$ 25.52	29,143.393	D	Â
Common Stock	04/04/2012	Â	A	101.224	A	\$ 25.1396	29,244.617	D	Â
Common Stock	05/01/2012	Â	A	4.714	A	\$ 23.81	29,249.331	D	Â

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Common Stock	07/03/2012	Â	A	123.893	A	\$ 24.1152	29,373.224	D	Â
Common Stock	07/17/2012	Â	A	4.782	A	\$ 23.5217	29,378.006	D	Â
Common Stock	10/02/2012	Â	A	119.864	A	\$ 21.3513	29,497.87	D	Â
Common Stock	10/16/2012	Â	A	5.179	A	\$ 22.9572	29,503.049	D	Â
Common Stock	12/13/2012	Â	A	179.329	A	\$ 20.9368	37,613.378	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. Price of Derivative Security (Instr. 5)	9. of Derivative Security (Instr. 5)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships
MULLEN JAMES A P.O. BOX 45308 OMAHA, NE 68145	Director 10% Owner Officer Other
Â	Â
Â	Â
Â	Exec VP and General Counsel
Â	Â

Signatures

/s/ James A. Mullen 02/12/2013

**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).

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Remarks:

DuringÂ 2009,Â itÂ wasÂ determinedÂ thatÂ Mr.Â MullenÂ inÂ hisÂ roleÂ asÂ VPÂ -Â GeneralÂ CounselÂ LitigationÂ c

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.
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