

CUSHMAN DANIEL H  
 Form 5  
 February 14, 2006

**FORM 5**

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

OMB APPROVAL

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 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

1. Name and Address of Reporting Person \*  
 CUSHMAN DANIEL H

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 for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Sr Exec VP-Chf Mkg & Oper Ofcr

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

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	01/05/2005	Â	A	22.793	A	\$ 21.7426	160.861 D	Â
Common Stock	01/25/2005	Â	A	0.1953	A	\$ 20.79	161.0563 D	Â
Common Stock	04/04/2005	Â	A	30.2346	A	\$ 19.137	191.2909 D	Â
Common Stock	05/03/2005	Â	A	0.2634	A	\$ 18.34	191.5543 D	Â

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Common Stock	07/05/2005	Â	A	25.332	A	\$ 19.7288	216.8863	D	Â
Common Stock	07/19/2005	Â	A	0.2941	A	\$ 18.77	217.1804	D	Â
Common Stock	10/05/2005	Â	A	33.8623	A	\$ 17.2292	251.0427	D	Â
Common Stock	10/18/2005	Â	A	0.368	A	\$ 17.01	251.4107	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	140	I	Custodian for son

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

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**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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options (Right to buy)	\$ 7.35	Â	Â	Â	Â Â	12/20/2001 12/21/2009	Common Stock 22,918
Stock Options (Right to buy)	\$ 7.6124	Â	Â	Â	Â Â	09/19/2002 09/20/2010	Common Stock 55,418
Stock Options (Right to buy)	\$ 8.9624	Â	Â	Â	Â Â	10/13/2000 04/14/2009	Common Stock 2,917
Stock Options (Right to buy)	\$ 9.2624	Â	Â	Â	Â Â	10/08/2000 04/09/2009	Common Stock 8,750

