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WERNER ENTERPRISES INC
Form 8-K
April 19, 2006

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):
April 14, 2006

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 (Address of principal executive offices) | 68145 (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 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On April 17, 2006, the registrant issued a news release announcing its operating revenues and earnings for the first quarter ended March 31, 2006. A copy of the news release is included as an exhibit to this Form 8-K.

ITEM 8.01. OTHER EVENTS.

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On April 14, 2006, the Company's Board of Directors approved an increase to its authorization for repurchases of common stock pursuant to its previously announced stock repurchase program. The Company is authorized to repurchase an additional 6 million shares, in addition to the remaining shares available for repurchase pursuant to the Board's previous authorization announced on November 24, 2003. The Company may purchase shares from time to time depending on market, economic and other factors. The authorization will continue until withdrawn by the Board of Directors.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibit 99.1 News release issued by the registrant on April 17, 2006.

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: April 19, 2006

By: /s/ John J. Steele

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

Date: April 19, 2006

By: /s/ James L. Johnson

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