WERNER GARY L

Form 4

Common

Common

Common

Stock

Stock

Stock

December 18, 2012

	FORM	Л Д										MB API	PROVAI	L
		UNITED	STATES				AND EX 1, D.C. 20		NGE	COMMISSIO	ON OMB Numb	er:	3235-0	
	Check to if no los subject Section Form 4 Form 5 obligation may consee Install 1(b).	to STATE. 16. or Filed pu ons Section 17	ersuant to S (a) of the B	Section Public U	SE 16(a) Utility	of the	RITIES he Securi	ties E npany	xchan Act (VNERSHIP On the second	burde respo 1,	es: ated av en hours nse	erage	y 31, 2005 0.5
	(Print or Type	(Responses)												
	1. Name and WERNER	Address of Reporting GARY L	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) P.O. BOX 45308				3. Date of Earliest Transaction (Month/Day/Year) 12/14/2012						_X Director 10% Owner _X Officer (give title Other (specify below) Chairman				
	ОМАНА,	(Street) NE 68145		4. If Am Filed(Mo			Oate Origina ar)	ıl		6. Individual of Applicable Line _X_ Form filed Form filed by Person)	rting Pers	son	
	(City)	(State)	(Zip)	Tal	ble I - I	Non-	Derivative	Secur	ities Ac	equired, Dispose	d of, or Ben	eficially	y Owned	
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Da	ed Date, if	3.	actio	4. Securitin(A) or Dis (Instr. 3, 4	es Acq posed o	uired of (D)	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. Na	ture of Ir	ndirect Benefic
	Common Stock	12/14/2012			G		250,000	A	\$ 0	250,000	I		ner Gra	f Clarence I andchildren's

1,709,790

1,875,156

479,497

1,875,156

D

I

I

Ι

Co-beneficiary-children

Irrevocable Inter Vivos

Remainderment Interest

Gary L. Werner

Qtip Tr. II (2)

Trust

Common Stock

Spouse By Becky K. Common 500,000 Ι Werner Revocable Trust Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		ate	7. Title Amour Underl Securit (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
• 0	Director	10% Owner	Officer	Other				
WERNER GARY L								
P.O. BOX 45308	X		Chairman					
OMAHA NE 68145								

Signatures

/s/ Gary L. 12/18/2012 Werner **Signature of Date Reporting Person

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).

Reporting Owners 2

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- The reporting person serves as a cotrustee for shares held by the Clarence L. Werner Grandchildren's Trust for the benefit of the grandchildren of Clarence L. Werner, some of which are children of the reporting person. Mr. Gary L. Werner and Mr. Gregory L.
- (1) Werner have shared voting and dispositive power with respect to the shares in the trust. The reporting person disclaims actual and beneficial ownership of the shares held by the Clarence L. Werner Grandchildren's Trust, and the filing of this report is not an admission that the reporting person is the actual or beneficial owner of such securities for purposes of Section 16 or for any other purposes.
- The reporting person disclaims actual and beneficial ownership of the shares held by the Gary L. Werner Irrevocable Inter Vivos Qtip (2) Trust II, and the filing of this report is not an admission that the reporting person is the actual or beneficial owner of such securities for purposes of Section 16 or for any other purposes.
- The reporting person disclaims actual and beneficial ownership of the shares held by the Becky K. Werner Revocable Trust, and the filing (3) of this report is not an admission that the reporting person is the actual or beneficial owner of such securities for purposes of Section 16 or for any other purposes.

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.