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WERNER ENTERPRISES INC
 Form S-8
 August 03, 2004

As filed with the Securities and Exchange Commission on August 3, 2004
 Registration No. 333-_____

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

FORM S-8
 REGISTRATION STATEMENT
 UNDER THE SECURITIES ACT OF 1933

WERNER ENTERPRISES, INC.
 (Exact name of Registrant as specified in its charter)

NEBRASKA
 (State or other jurisdiction of
 incorporation or organization)

47-0648386
 (I.R.S. Employer
 Identification No.)

14507 FRONTIER ROAD
 POST OFFICE BOX 45308
 OMAHA, NEBRASKA
 (Address of Principal Executive Offices)

68145-0308
 (Zip Code)

WERNER ENTERPRISES, INC.
 AMENDED AND RESTATED STOCK OPTION PLAN
 (Full title of the Plan)

JOHN J. STEELE
 Vice President, Treasurer and
 Chief Financial Officer
 Werner Enterprises, Inc.
 14507 Frontier Road
 Post Office Box 45308
 Omaha, Nebraska 68145-0308
 (Name and address of agent for service)

Copy to:
 JOHN S. ZEILINGER
 Baird, Holm, McEachen, Pedersen,
 Hamann & Strasheim LLP
 1500 Woodmen Tower
 Omaha, Nebraska 68102-2068

(402) 895-6640
 (Telephone number, including area code, of agent for service)

(402) 344-0500

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered (1) | Proposed maximum offering price per share (2) | Proposed maximum aggregate offering price (2) | Amount of registration fee(2) |
|--------------------------------------|-----------------------------|---|---|-------------------------------|
| ----- | ----- | ----- | ----- | ----- |
| ----- | ----- | ----- | ----- | ----- |

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Common Stock, 5,416,666 \$19.66 \$106,491,654 \$13,493
\$.01 par value

- (1) Represents shares of the Registrant's common stock authorized to be issued under the Werner Enterprises, Inc. Amended and Restated Stock Option Plan. In addition, pursuant to Rule 416(a) under the Securities Act of 1933, this Registration Statement also registers such additional indeterminate amount of shares as may be issuable as a result of a stock split, stock dividend or similar transaction with respect to the shares covered hereby.
 - (2) Estimated in accordance with Rule 457(h) under the Securities Act of 1933 solely for the purpose of calculating the registration fee. In accordance with Rule 457(h), the computation is based upon the average of the high and low sale prices for the Registrant's common stock reported by the Nasdaq National Market on July 28, 2004.
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Pursuant to Rule 429 under the Securities Act of 1933, this Registration Statement also amends the information contained in the earlier registration statements relating to the Werner Enterprises, Inc. Stock Option Plan: Registration Statement No. 33-15894 filed on July 16, 1987, including Post-Effective Amendment No. 1 to Form S-8

filed on August 7, 1987 and Post-Effective Amendment No. 2 to Form S-8 filed on November 2, 1987; and Registration Statement No. 333-103467 filed on February 26, 2003.

EXPLANATORY NOTE

As permitted by General Instruction E to Form S-8, this Registration Statement incorporates by reference the information contained in Registration Statement No. 33-15894 relating to the Werner Enterprises, Inc. Stock Option Plan (the "Plan"), filed on July 16, 1987, including Post-Effective Amendment No. 1 to Form S-8 filed on August 7, 1987 and Post-Effective Amendment No. 2 to Form S-8 filed on November 2, 1987; and Registration Statement No. 333-103467 filed on February 26, 2003 (the "Prior Registration Statements"). Under the Prior Registration Statements and pursuant to Rule 416(a) under the Securities Act of 1933, the Registrant registered 14,583,334 shares of its common stock for issuance under the Plan. This Registration Statement is being filed to reflect an amendment to the Plan that increased the aggregate number of shares of Registrant's common stock authorized to be issued under the Plan from 14,583,334 to 20,000,000.

ITEM 8. EXHIBITS

The exhibits listed on the accompanying Exhibit Index are filed or incorporated by reference as part of this Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the

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undersigned, thereunto duly authorized, in the City of Omaha, Nebraska on the 3rd day of August, 2004.

WERNER ENTERPRISES, INC.

By: /s/ John J. Steele

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

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature ----- | Position ----- | Date ---- |
|---|---|----------------|
| /s/ Clarence L. Werner ----- Clarence L. Werner | Chairman of the Board, Chief Executive Officer and Director | August 3, 2004 |
| /s/ Gary L. Werner ----- Gary L. Werner | Vice Chairman and Director | August 3, 2004 |
| /s/ Gregory L. Werner ----- Gregory L. Werner | President, Chief Operating Officer and Director | August 3, 2004 |
| /s/ John J. Steele ----- John J. Steele | Vice President, Treasurer and Chief Financial Officer | August 3, 2004 |
| /s/ James L. Johnson ----- James L. Johnson | Vice President, Controller and Corporate Secretary | August 3, 2004 |
| /s/ Jeffrey G. Doll ----- Jeffrey G. Doll | Lead Outside Director | August 3, 2004 |
| /s/ Gerald H. Timmerman ----- Gerald H. Timmerman | Director | August 3, 2004 |
| /s/ Michael L. Steinbach ----- Michael L. Steinbach | Director | August 3, 2004 |
| /s/ Kenneth M. Bird ----- Kenneth M. Bird | Director | August 3, 2004 |
| /s/ Patrick J. Jung ----- Patrick J. Jung | Director | August 3, 2004 |

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EXHIBIT INDEX

| Exhibit Number ----- | Description ----- | Page Number or Incorporated by Reference to ----- |
|----------------------------|--|---|
| 4.1(A) | Revised and Amended Articles of Incorporation | Exhibit 3 to Registration Statement on Form S-1, Registration No. 33-5245 |
| 4.1(B) | Articles of Amendment to Articles of Incorporation | Exhibit 3(i) to the Company's report on Form 10-Q for the quarter ended May 31, 1994 |
| 4.1(C) | Articles of Amendment to Articles of Incorporation | Exhibit 3(i) to the Company's report on Form 10-K for the year ended December 31, 1998 |
| 4.2 | Revised and Restated By-Laws | Exhibit 3(ii) to the Company's report on Form 10-Q for the quarter ended June 30, 2004 |
| 4.3 | Werner Enterprises, Inc. Amended and Restated Stock Option Plan | Exhibit 10.1 to the Company's report on Form 10-Q for the quarter ended June 30, 2004 |
| 5.1 | Opinion of Baird, Holm, McEachen, Pedersen, Hamann & Strasheim LLP regarding legality of common stock | Filed herewith |
| 23.1 | Consent of Baird, Holm, McEachen, Pedersen, Hamann & Strasheim LLP | Filed herewith (included in Exhibit 5.1) |
| 23.2 | Consent of KPMG LLP | Filed herewith |