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WERNER ENTERPRISES INC  
Form 8-K  
August 15, 2006

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

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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):  
August 9, 2006

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

NEBRASKA (State or other jurisdiction of incorporation)	0-14690 (Commission File Number)	47-0648386 (IRS Employer Identification No.)
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14507 FRONTIER ROAD POST OFFICE BOX 45308 OMAHA, NEBRASKA (Address of principal executive offices)	68145 (Zip Code)
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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 2.03. CREATION OF A DIRECT FINANCIAL OBLIGATION OR AN OBLIGATION UNDER AN OFF-BALANCE SHEET ARRANGEMENT OF A REGISTRANT.

On August 9, 2006, Werner Enterprises, Inc. (the "Company") amended its \$100.0 million bank credit facility with Wells Fargo Bank, National Association. This fifth amendment to the original credit agreement dated May 16, 2003, as amended, increased the credit facility to \$125.0 million.

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The agreement provides for the maximum facility amount to be reduced from \$125.0 million to \$100.0 million on December 31, 2007, and on this date the Company must repay any amounts necessary to reduce the aggregate outstanding principal balance to the reduced maximum facility amount. Any amounts that may be borrowed pursuant to this facility bear interest at a variable rate based on the London Interbank Offered Rate and would be due and payable in full on or before May 31, 2011. As of August 9, 2006, the Company had no outstanding borrowings under this facility, and the credit available is reduced by \$37.2 million in letters of credit the Company maintains.

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: August 11, 2006  
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By: /s/ John J. Steele  
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John J. Steele  
Executive Vice President,  
Treasurer and Chief  
Financial Officer

Date: August 11, 2006  
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By: /s/ James L. Johnson  
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James L. Johnson  
Senior Vice President,  
Controller and Corporate  
Secretary