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WERNER ENTERPRISES INC
Form 8-K
May 10, 2011

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):
May 10, 2011

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 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

(a) Annual Meeting Date.

The Annual Meeting of Stockholders of the Company was held on May 10, 2011 (the "Annual Meeting").

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(b) Election of Directors and Other Matters Voted Upon.

At the Annual Meeting, the four proposals stated below were submitted to a vote of the Company's stockholders of record as of March 21, 2011. (Each proposal is described in detail in the Company's definitive proxy statement filed with the SEC on March 31, 2011.)

The votes on each proposal are provided below.

Proposal 1. The Company's stockholders elected three Class II directors to

each serve on the Company's Board for a three-year term expiring at the 2014 Annual Meeting of Stockholders and until their respective successors are elected and qualified. Final voting results for the elected directors were as follows:

	For -----	Against -----	Abstained -----	Broker Non-Votes -----
Gary L. Werner	64,019,315	0	879,576	4,019,138
Gregory L. Werner	64,042,643	0	856,248	4,019,138
Michael L. Steinbach	64,340,890	0	558,001	4,019,138

Proposal 2. The Company's stockholders approved the advisory resolution on

executive compensation. Final voting results were as follows:

For -----	Against -----	Abstained -----	Broker Non-Votes -----
62,271,890	879,513	1,747,488	4,019,138

Proposal 3. The Company's stockholders held an advisory vote on the

frequency of future advisory votes on executive compensation and voted to conduct such future advisory votes once every three years. Final voting results were as follows:

Every Year -----	Every Two Years -----	Every Three Years -----	Abstained -----	Broker Non-Votes -----

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26,410,935 366,954 36,314,195 1,806,807 4,019,138

In light of the Proposal 3 voting results, the Board determined at its annual meeting held on May 10, 2011 that an advisory resolution on executive compensation will be included in the Company's proxy materials once every three years.

Proposal 4. The Company's stockholders ratified the appointment of KPMG

 LLP as the Company's independent registered public accounting firm for the year ending December 31, 2011. Final voting results were as follows:

For -----	Against -----	Abstained -----	Broker Non-Votes -----
68,729,072	180,837	8,120	0

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: May 10, 2011

By: /s/ John J. Steele

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

Date: May 10, 2011

By: /s/ James L. Johnson

 James L. Johnson
 Executive Vice President,
 Chief Accounting Officer and
 Corporate Secretary