

SECURITIES AND EXCHANGE COMMISSION

FORM DEF 14A

Definitive proxy statements

Filing Date: **1994-05-17** | Period of Report: **1994-02-28**
SEC Accession No. **0000793074-94-000007**

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WERNER ENTERPRISES INC

CIK: **793074** | IRS No.: **470648386** | State of Incorpor.: **NE** | Fiscal Year End: **0228**
Type: **DEF 14A** | Act: **34** | File No.: **000-14690** | Film No.: **94529168**
SIC: **4213** Trucking (no local)

Business Address
P O BOX 37308
OMAHA NE 68137
4028956640

This Proxy is solicited on behalf of the Board of Directors for the Annual Meeting of Stockholders to be held June 21, 1994. The undersigned hereby appoints Clarence L. Werner as proxy, with the power to appoint his substitute and hereby authorizes him to represent and vote, as designated below, all the shares of common stock of Werner Enterprises, Inc., held of record by the undersigned as of May 7, 1994, at the Annual Meeting of Stockholders to be held on June 21, 1994, and any adjournment thereof.

1. Election of Directors.
(Check only one box below. To withhold authority for my individual nominee, strike through the name of the nominee.)
 To vote for each of the nominees listed below (" - conditional nomination, see Election of Directors and Information Regarding Directors):
Clarence L. Werner
Garry L. Werner
Doris C. Werner
Marie E. Thompson
Gerald Timmerman
Dell M. Werner-Suberston
Gregory L. Werner*

2. To amend the Company's Articles of Incorporation to authorize the establishment of up to three classes of directors.
 FOR AGAINST ABSTAIN
3. To amend the Company's Stock Option Plan as set forth in the Proxy Statement for Annual Meeting of Stockholders June 21, 1994.
 FOR AGAINST ABSTAIN
4. In their discretion, the proxy is authorized to vote upon such other business as may properly come before the meeting.

This Proxy, when properly executed, will be voted in the manner directed herein by a designated stockholder. If no direction is made, this Proxy will be voted FOR the election of all nominees for director, the amendment to the Articles of Incorporation and the amendment to the Stock Option Plan. Please sign exactly as your name appears. When shares are held by joint tenants, both should sign. When signing as an attorney, executor, administrator, trustee or guardian, please give full title. If signed as a corporation, please sign full corporate name by the President or another authorized officer. If a partnership, please sign in the partnership name by an authorized person.

Signature _____ Date _____
Signature if held jointly Date _____

Please mark, sign, date, and promptly return this form of proxy using the enclosed self-addressed, postpaid return envelope.

WERNER ENTERPRISES, INC.
Post Office Box 3708
Omaha, Nebraska 68117

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD JUNE 21, 1994

Dear Stockholders:
It is a pleasure to invite you to the 1994 Annual Meeting of Stockholders of Werner Enterprises, Inc. (the "Company") to be held at the West Skans Conference Center, 1313 Farm Street, Omaha, Nebraska, on Tuesday, June 21, 1994, at 10:00 a.m. for the following purposes:

- To elect directors to serve until the end of their term or until their successors are elected and qualified.
- To amend the Company's Articles of Incorporation to authorize the establishment of up to three classes of directors.
- To amend the Company's Stock Option Plan as set forth in the Proxy Statement for Annual Meeting of Stockholders June 21, 1994.
- To transact such other business as may properly come before the meeting or any adjournment thereof.

Stockholders of record at the close of business on May 7, 1994 will be entitled to vote at the meeting or any adjournment thereof.

At the meeting Clarence L. Werner and members of the Company's management team will discuss the Company's results of operations and business plans. Members of the Board of Directors and the Company's management will be present to answer your questions.

A copy of the Company's Annual Report to Stockholders for the fiscal year ended February 29, 1994 is enclosed.

As stockholders, we encourage you to attend the meeting in person. Whether or not you plan to attend the meeting, we ask you to sign, date, and mail the enclosed proxy as promptly as possible in order to make sure that your shares will be voted in accordance with your wishes at the meeting in the event that you are unable to attend. A self-addressed, postpaid return envelope is enclosed for your convenience. If you attend the meeting, you may vote by proxy or you may revoke your proxy and cast your vote in person.

By Order of the Board of Directors

John J. Gaska
Secretary and Controller

Omaha, Nebraska
May 14, 1994

WERNER ENTERPRISES, INC.
Post Office Box 3708
Omaha, Nebraska 68117

ANNUAL MEETING OF STOCKHOLDERS PROXY STATEMENT FOR
JUNE 21, 1994

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This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors for the Annual Meeting of Stockholders of Werner Enterprises, Inc. (the "Company") to be held on Tuesday, June 21, 1994, at 10:00 a.m. Local time, at the West Skans Conference Center, 1313 Farm Street, Omaha, Nebraska, and at any adjournment thereof. The meeting will be held for the purpose set forth in the notice of such meeting on the cover page hereof. The Proxy Statement, Form of Proxy and Annual Report to Stockholders are being mailed to you on or about May 16, 1994. A copy of the Company's Annual Report to Stockholders and the Declaration and Statement of Intention to Hold the Shareholders' Meeting is being mailed without charge by writing the secretary of the Company at the above mailing address.

A Form of Proxy for use at the Annual Meeting of Stockholders is enclosed together with a return envelope. Any stockholder who completes and delivers a proxy has the right to revoke it at any time prior to its use at the Annual Meeting. Revocation of a proxy may be accomplished by filing a written statement with the secretary of the Company revoking the proxy, by executing and delivering to the Company a subsequent proxy, or by voting in person at the meeting. A proxy, once executed and filed, will be voted in accordance with the authorization contained therein. Unless a stockholder specifies otherwise on the Form of Proxy, all shares represented will be voted for the election of all directors named on the following page.

The cost of soliciting proxies, including the preparation, assembly and mailing of material, will be paid by the Company. Directors, officers and regular employees of the Company may solicit proxies in person, by telephone, by mail or by other means, but will not receive any additional compensation in respect of such solicitations. In addition, the Company has retained Werner and Co., Inc., a proxy solicitation firm, to assist in the solicitation of proxies. The charges of this firm are estimated at \$450 plus expenses. The Company will also reimburse brokerage firms and others for all reasonable expenses for forwarding proxy material to beneficial owners of the Company's stock.

As a matter of policy, proxies, ballots and voting tabulations that identify individual stockholders are kept separate by the Company. Such documents are available for examination only by certain representatives associated with forwarding proxy cards and tabulating the vote. The vote of any stockholder is not disclosed except as may be necessary to meet legal requirements.

COUNTERING STOCK AND VOTING RIGHTS
On May 7, 1994, the Company had 25,374,216 shares of the \$10 par value common stock outstanding. At the meeting, each stockholder will be entitled to one vote, in person or by proxy, for each share of stock owned of record on the close of business on May 7, 1994. The stock transfer books of the Company will not be closed.

With respect to the election of directors, stockholders of the Company, or their proxy if one is appointed, have cumulative voting rights under the laws of the State of Nebraska. That is, stockholders of that proxy may vote their shares for as many directors as are to be elected, or may cumulate such shares and give one nominee as many votes as the number of directors to be elected multiplied by the number of their shares, or may distribute votes on the same principle among as many nominees as they may desire. If a stockholder desires to vote cumulatively, he or she must vote in person or give his or her specific cumulative voting instructions to the designated proxy that the number of votes represented by his or her shares will be cast for one or more designated nominees. A stockholder may not withhold authority to vote for any nominee by not voting or by failing through the name (or names) of such nominee(s) on the accompanying Form of Proxy. Assuming the presence of a quorum, an affirmative vote of the holders of a majority of the outstanding shares of Common Stock, present in person or represented by proxy at the 1994 Annual Meeting of Stockholders, is required for the election of Directors.

If an executed proxy is returned and the shareholder has designated a vote for any matter, the shares represented by such proxy will be considered present at the meeting for purposes of developing a quorum and for purposes of calculating the vote, but will not be considered to have been voted in favor of such matter. If an executed proxy is returned by a broker holding shares in street name which indicates that the broker does not have discretionary authority as to certain shares to vote on one or more matters, such shares will be considered present at the meeting for purposes of determining a quorum, but will not be considered to be represented at the meeting for purposes of calculating the vote with respect to such matter.

On the date of mailing this Proxy Statement, the Board of Directors has no knowledge of any other matter which will come before the annual meeting other than the matters described herein. However, if any such matter is properly presented at the meeting, the proxy solicited hereby confers discretionary authority to the person to vote in their sole discretion with respect to such matters, as well as other matters incident to the conduct of the meeting.

ELECTION OF DIRECTORS AND INFORMATION REGARDING DIRECTORS

On May 7, 1994, the Board of Directors adopted an amendment to the Company's Articles of Incorporation authorizing the establishment of up to three classes of directors having terms ending in different years. Such amendment is subject to the approval of the stockholders of the Company. The amendment to the Articles of Incorporation on pages 1 and 14, Omaha, Nebraska law, each such class of directors must consist of not less than three directors. Therefore, the Board of Directors has increased the number of directors making up the entire Board to nine from the current number of seven directors. However, the increase in the number of directors and the nomination of the persons to fill the additional positions on the Board of Directors are conditioned on the approval of all amendments to the Articles of Incorporation by the stockholders. Accordingly, the Board of Directors has nominated the following persons to serve as the directors of the Company for terms ending on the date of the annual meeting of stockholders to be held in the years set forth below and until their respective successors are duly elected and qualified. However, if the stockholders reject the proposed amendment to the Company's Articles of Incorporation, then (i) the nominations of Gregory L. Werner and Donald M. Roper will be automatically withdrawn and (ii) each of the remaining nominees shall be deemed to have been nominated to serve as directors for a term ending on the 1995 annual meeting of stockholders if their respective successors are duly elected and qualified. Gregory L. Werner and Donald M. Roper were nominated by the Board to fill the newly created directorships. All remaining nominees are currently members of the Board of Directors.

Name	Principal Occupation	Ending	Relation with Company or Term
Clarence L. Werner	Chairman of the Board and Chief Executive Officer (2)(3)	1997	
Irving B. Epstein	Principal and Director of Epstein and Epstein, Law Offices (1)(2)(3)	1997	
Dell M. Werner-Suberston	President of WBR Financial, Inc. and WBR Investments, Inc. (1)	1997	
Garry L. Werner	Vice Chairman, President and Chief Operating Officer	1994	
Marie E. Thompson	President and Director of Cheryl County Livestock Auction Co. (1) (2)(3)	1994	

Gregory L. Werner, View President - Maintenance
Curtis S. Wessner, Executive Vice President (1)
Donald S. Wessner, Executive Vice President (2)
Donald W. Wessner, Chairman and President of Wellard Sand & Gravel Co.
1995
1995
1995
1995

(1) Serves on audit committee.
(2) Serves on opinion committee.
(3) Serves on executive compensation committee.

Clarence L. Werner, 56, operated Wellard Enterprises as a sole proprietorship from 1954 until its incorporation in January 1981. He has been a director of the Company since its incorporation and served as President until March 1984. Since 1984, he has been Chairman of the Board and Chief Executive Officer of the Company.

Gary L. Werner, 56, has been a director of the Company since its incorporation. Mr. Werner was General Manager of the Company and its predecessor from 1981 to 1982. He served as Vice President from 1982 until March 1984, when he was named President and Chief Operating Officer of the Company. Mr. Werner was named Vice Chairman in September 1990. In September 1991, Mr. Werner also resumed the duties of President and Chief Operating Officer.

Curtis S. Wessner, 29, became a full-time employee of the Company in 1981, and has worked in operations and marketing. He was promoted to Director of Safety in 1986 and was promoted to Vice President-Safety in 1987. Mr. Wessner was promoted to Vice-President in June 1990, a director in June 1991 and Executive Vice President in September 1993.

Irving S. Spensky, 67, was elected a director of the Company in April 1981. He has been engaged in the private practice of law since 1961 and was a partner from 1961 to 1981 in Spensky, Lundy, Omaha Nebraska. In 1981, the firm of Spensky & Lundy merged into the law firm of Stone & Smith, a professional corporation. In 1991, Mr. Spensky joined the firm of Wessner & Spensky as a principal and director. Mr. Spensky formed the firm of Spensky and Spensky in 1983. Mr. Spensky has been outside counsel to the Company and its predecessor since 1976.

Walter F. Thompson, 74, was elected a director of the Company in September 1984. Mr. Thompson has been President and a director of Cherry County Livestock Auction Co., Valentine, Nebraska, since February 1982.

From 1951 to 1992, he was President and principal contributor of Chap Carriers, Inc., Omaha, Nebraska, a contract carrier; he also owned and operated Thompson Truck Transportation, Inc., Antelope, Texas, a common carrier from 1977 to 1982.

Donald S. Wessner, 54, was elected a director of the Company in June 1981. Mr. Wessner has been President since 1970 of Timmerman & John Wessner Co., Inc., Springfield, Nebraska, which is a cattle feeding and ranching partnership with operations in three Nebraska states.

Gail M. Werner-Robertson, 31, was elected a director of the Company in June 1991. She has been President of GMS Financial, Inc. and GMS Investments, Inc., financial services companies, since 1981. She is also the principal attorney of GMS Law Associates, a professional corporation. From 1971 until 1980, Mr. Werner-Robertson worked in various capacities at Wessner Enterprises including Director of Administration from 1984 to 1989.

Gregory L. Werner, 33, has been a Vice President of the Company since 1984 and was Treasurer from 1982 until 1986. Mr. Werner has directed revenue equipment maintenance for the Company and its predecessor since 1981. He also assumed responsibility for the Company's Management Information System in 1991.

Donald W. Wessner, 47, founded Wellard Sand and Gravel Co. in August 1984 and has been Chairman of the Board and President since that time. In 1965, Mr. Wessner founded Wellard Sand and Gravel Co. and served as Chairman of the Board and President from 1965 to 1984. From 1989 to August 1991, Mr. Wessner attended to various personal investments.

Gary L. Werner, Gregory L. Werner and Curtis S. Wessner are sons of Clarence L. Werner and Gail M. Werner-Robertson is the daughter of Clarence L. Werner.

The Board of Directors knows of no reasons why any of the persons nominated to be directors might be unable to serve if elected and each nominee has expressed an intention to serve if elected. There are no arrangements or understandings between any of the nominees and any other person pursuant to which any of the nominees was selected as a nominee.

THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE "FOR" THE ELECTION OF EACH NOMINEE TO THE BOARD OF DIRECTORS.

Board of Directors and Committees

The Company has established audit, opinion and executive compensation committees. The audit committee shall cause the annual report and audited financial statements to be prepared, coordinate with the auditors and management regarding the adequacy of internal controls, and recommend to the Board the appointment of independent auditors for the next year. The opinion committee administers the Company's Stock Option Plan. In the authority to determine the percentage of options and stock appreciation rights, the number of shares subject to such options and the corresponding stock appreciation rights, the date on which these options and stock appreciation rights are to be granted and are exercisable, whether or not such options and stock appreciation rights may be exercised in full, and any other terms of the options and stock appreciation rights consistent with the terms of the plan. The executive compensation committee reviews and makes recommendations to the Board of Directors with respect to the compensation of executives. The Company does not have a standing nominating committee. Functions normally attributable to a committee of this type are performed by the Board of Directors as a whole.

The Board of Directors held four meetings and acted by unanimous written consent ten times during the fiscal year ended February 29, 1994. There were two meetings of each of the audit committee and the opinion committee and one meeting of the executive compensation committee during the period. Each director participated in 70% or more of the board meetings, and all committee members participated in each of their respective committee meetings.

Directors who are not full-time employees of the Company receive a fee of \$1,500 for each meeting of the Board of Directors and for each committee meeting of our kind on a day on which a meeting of the Board of Directors is held.

Executive Officers

The following table sets forth the executive officers of the Company and the capacities in which they serve.

NAME	AGE	Capacities in Which They Serve
Clarence L. Werner	64	Chairman of the Board and Chief Executive Officer
Gary L. Werner	36	Vice Chairman, President and Chief Operating Officer
Curtis S. Wessner	29	Executive Vice President
Wayne R. Childers	60	Senior Vice President - Marketing
Gregory L. Werner	35	Vice President - Maintenance
Robert E. Spensky, Jr.	35	Vice President, Treasurer and Chief Financial Officer
Alan D. Adams	57	Vice President - Operations
Richard S. Belzer	48	Vice President and General Counsel
Mart A. Martin	32	Vice President - Van Division
Duane D. Hahn	56	Vice President - Safety
John J. Steale	36	Secretary and Controller

See "RELECTION OF DIRECTORS AND INFORMATION REGARDING DIRECTORS" for information regarding the business experience of Clarence L. Werner, Gary L. Werner, Curtis S. Wessner and Gregory L. Werner.

Wayne R. Childers joined the Company in 1984 as a salesman. He was promoted to Director of Marketing in 1986 and was named Vice President - Marketing in September 1989. Prior to 1984, Mr. Childers was employed as Vice President and General Manager of Edward Hines Lumber Company, a wholesale building material distributor.

Robert E. Spensky, Jr. joined the Company in 1981 as a tax and finance manager. He was appointed Treasurer in 1989 and became Vice President, Secretary, and Chief Financial Officer in September 1991. Mr. Spensky is a Certified Public Accountant and was employed by the firm of Arthur Andersen & Co., independent public accountants, from 1983 until his employment with the Company.

Alan D. Adams joined the Company in 1983 as Marketing Director and was promoted to Director of Operations in 1986. In December 1987, he was named Vice President. Prior to joining the Company, Mr. Adams was General Manager of Iarson Trucks, Inc. in Bloomington, Minnesota.

Richard S. Belzer joined the Company as Vice President and General Counsel in February 1991. Mr. Belzer was a partner in the Omaha office of the firm of Nelson and Steiner from 1977 to January 1984. From January 1984 until his employment with the Company, he was engaged in the private practice of law as a principal and director of Stone & Smith, a professional corporation, Omaha, Nebraska.

Mart A. Martin joined the Company in 1989 as an Account Executive. He was promoted to Sales Marketing Director in 1991. In December 1993, he was named Vice President - Van Division. Prior to joining the Company, Mr. Martin was employed as a marketing representative for the Burlington Motor Car Group in Burlington, Indiana.

Duane D. Hahn joined the Company in June 1992 as a Driver Recruiter. He was named National Director of Driver Recruiting in 1994. In June 1988 he was promoted to Director of Safety, and in May 1984 was named Vice President-Safety. Prior to joining the Company, Mr. Hahn spent 20 years in State and County law enforcement and 6 years in the Court System.

John J. Steale joined the Company in 1988 as Controller. He was elected Secretary in June 1992. Mr. Steale is a certified public accountant and was employed by the firm of Arthur Andersen & Co., independent public accountants, from 1979 until his employment with the Company.

Under the Company's bylaws, each executive officer holds office for a term of one year or until his successor is elected and qualified. The executive officers of the Company are elected by the Board of Directors at the annual meeting immediately following the annual meeting of stockholders.

Compliance with Section 14(a) Of The Exchange Act

Section 14(a) of the Securities Exchange Act of 1934 requires the Company's executive officers and directors, and persons who own more than 1% of the Company's common stock, to file with the Commission, to file initial reports of ownership and changes in ownership with the Securities and Exchange Commission. Officers, directors and persons who own more than 1% of the Company are required by SEC regulation to furnish the Company with copies of all Section 14(d) forms they file.

Based solely on its review of the copies of such forms received by it, or written representations from certain reporting persons that no such forms were required for those persons, the Company believes that during the fiscal year ended February 29, 1994, all filing requirements applicable to its officers, directors, and greater than 1% owners. Material errors were made with respect to the forms filed by Mr. Wayne R. Childers, Mr. Robert E. Spensky, Jr., Mr. Alan D. Adams, Mr. Richard S. Belzer, Mr. John J. Steale and Mr. Duane D. Hahn, all current officers or previous officers of the Company, with each 14 day late in filing one report, on Form 4, covering one transaction each.

SECURITY OWNERSHIP OF DIRECTORS, MANAGEMENT AND EXECUTIVE OFFICERS AND SECURITY OWNERSHIP

The authorized common stock of the Company consists of 60,000,000 shares, \$1.00 par value.

The following table sets forth certain information as of May 5, 1994, with respect to the beneficial ownership of the Company's common stock by each director and each officer or director of the Company. Each executive officer of the Company named in the Summary Compensation Table herein, by each person named in the Company to be the beneficial owner of more than 1% of the outstanding common stock, and by all executive officers and directors as a group.

NAME OF BENEFICIAL OWNER	SHARES OWNED	PERCENT OWNERSHIP
Clarence L. Werner (1)	8,270,000	13.9%
Gary L. Werner (1)(2)	1,281,250	2.1%
Curtis S. Wessner (1)	781,440	1.3%
Wayne R. Childers (1)	31,771	*
Robert E. Spensky, Jr. (4)	4,600	*
Irving S. Spensky	1,600	*
Donald S. Wessner	1,000	*
Gail M. Werner-Robertson (1)	641,440	1.1%
Gregory L. Werner (1)	789,790	1.3%
Donald S. Wessner	7	*
Washington Management Company (5)	2,120,200	3.5%
DMG Corp. (6)	1,429,200	2.4%
All executive officers and directors as a group (2) personal (7)	11,393,261	18.8%

* THIS NUMBER LESS THAN 1%.

(1) The shares of Clarence L. Werner include 824,200 shares held in a voting trust, of which Mr. Werner is trustee, and 4,800,000 shares held in a separate trust which names Mr. Werner as the trustee.

beneficiary and trustee and his children, Gary L. Werner, Gregory L. Werner, Dail M. Werner-DeBorja and Curtis D. Werner, as beneficiaries upon his death. The L-900,000 shares in trust may be sold only under certain conditions set forth in the trust agreement. Mr. Werner has the power to vote all shares as trustee.

The voting trust is for the benefit of Clarence L. Werner's four children, and the restrictions upon its vote are in accordance with the terms of the voting trust agreement, the children may sell shares of approximately their interests in the trust in the voting trust but such stock must remain subject to the voting trust agreement. The voting trust agreement does not give the trustee the power to sell the shares without the unanimous approval of all the beneficiaries. The voting trust will terminate on March 1, 1994 or earlier if all the shares owned by the beneficiaries are sold. The shares subject to the trust may be deemed to be beneficially owned by the children as well, but have not been shown to the table as owned by the children. Mr. Clarence L. Werner's address is Warner Enterprises, Inc., P.O. Box 2700, Oshon, Nebraska 68137.

- (2) Includes options to purchase 245,000 shares which are exercisable as of May 5, 1994.
- (3) Includes options to purchase 30,000 shares which are exercisable as of May 5, 1994.
- (4) Includes options to purchase 4,000 shares which are exercisable as of May 5, 1994 or which become exercisable 60 days thereafter.
- (5) Based on Schedule 130 as of December 31, 1993 as filed with the Securities and Exchange Commission by Wellington Management Company 75 State Street, Boston, Massachusetts 02109. Wellington Management Company retains certain voting power with respect to 1,000,000 shares, shared dispositive power with respect to 2,210,000 shares, and no vote voting or dispositive power with respect to any of these shares.
- (6) Based on Schedule 130 as of December 31, 1993 as filed with the Securities and Exchange Commission by PDC Corp., 82 Devonshire Street, Boston, Massachusetts, 02109. PDC Corp. holds vote voting power with respect to 230,000 shares, vote dispositive power with respect to 1,020,000 shares, and no share voting or dispositive power with respect to any of these shares.
- (7) Includes options to purchase 350,000 shares which are exercisable as of May 5, 1994 or which become exercisable 60 days thereafter. Percentage percentages on the basis of 26,426,218 shares of common stock outstanding.

EXECUTIVE COMPENSATION AND OTHER INFORMATION

The following table summarizes the compensation paid by the Company and its subsidiaries to the Company's Chief Executive Officers and to the Company's four most highly compensated executive officers other than the Chief Executive Officer who were serving as executive officers at the end of the year ended February 29, 1994, and one individual who resigned as an executive officer of the Company during the fiscal year, for services rendered in all capacities to the Company and its subsidiaries during the fiscal year ended February 29, 1994, February 29, 1993 and February 29, 1992.

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KEYWORD COMPENSATION TABLE

Name and Principal Position	Fiscal Year	Annual Salary (\$)	Bonus (\$)	Other Compensation	Securities Underlying Options / Stock (\$)	All Other Compensation
Clarence L. Werner, Chairman and CEO	1994	470,700	140,000	75,420	-	-
Gary L. Werner, Vice Chairman and President and COO	1994	174,500	80,000	16,622	-	-
Curtis D. Werner, President	1994	129,084	30,000	11,438	-	-
Wayne R. Childers, Senior Vice President	1994	139,708	50,000	-	20,000	3,440
Robert E. Spynowski, Jr., Vice President	1994	124,968	20,000	-	-	3,444
James D. Wood (2)	1994	144,711	-	-	-	2,773
Former President and COO	1993	120,812	100,000	-	-	4,081
	1992	125,761	60,000	-	-	3,883

(1) Other annual compensation consists of amounts reimbursed during the fiscal year ended February 29 for payment of bonuses for Mr. Clarence L. Werner, Mr. Gary L. Werner and Mr. Curtis D. Werner.

(2) All other compensation reflects the Company's contribution to the individual 401(k) retirement savings plans of 25.0% of 1993 and 1994 and the Company's contribution to the employee stock purchase plans of 25.0% of 1993 and 25.0% of Mr. Wayne R. Childers, Mr. Robert E. Spynowski, Jr. and Mr. James D. Wood, respectively, for the fiscal year ended February 29, 1994.

(3) Mr. James D. Wood resigned from the Company during the fiscal year ended February 1994.

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OPTION/SHARE GRANTS IN LAST FISCAL YEAR

Name	Number of Underlying Securities Granted (1)	% of Total Employees in Fiscal Year	Exercise Price (\$/Share)	Expiration	Potential Realizable Value At Assumed Annual Rate of Stock Price Appreciation For Option Term (2)
Clarence L. Werner	0	0.0%	-	-	-
Gary L. Werner	0	0.0%	-	-	-
Curtis D. Werner	0	0.0%	-	-	-
Wayne R. Childers	20,000	4.5%	\$24.00	10-13-03	340,943 889,484
Robert E. Spynowski, Jr.	20,000	4.5%	\$24.00	10-13-03	340,943 889,484

(1) Options become exercisable in installments of 20%, 20%, 20%, 20% and 10% after the expiration of 10, 30, 60, 90 and 120 months, respectively, from the date of grant.

(2) The potential realizable value assumes 5% and 10% annual rates of stock price appreciation from the grant date based on the option being outstanding for ten years (expiration of option term). The actual realizable value of the options in this table depends upon the actual performance of the Company's stock during the actual period the options are outstanding.

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AGGREGATED OPTION/SHARE EXERCISES IN LAST FISCAL YEAR AND FISCAL YEAR END OPTION/SHARE VALUES

Name	Shares Exercised (1)	Value Realized (2)	Number of Securities Underlying Exercised Options (3)	Value Realized (4)	Value of Unexercised Options (5)	Value of Unexercised Options (6)
Clarence L. Werner	0	0	0	0	0	0
Gary L. Werner	0	0	245,000	0	5,247,500	0
Curtis D. Werner	0	0	0	0	0	0
Wayne R. Childers	4,000	144,500	36,000	20,000	471,250	100,000
Robert E. Spynowski, Jr.	4,000	144,500	36,000	20,000	471,250	100,000
James D. Wood	115,000	1,845,125	0	0	0	0

(1) Based on a \$36.00 closing price per share of the Company's Common Stock on February 29, 1994.

BOARD EXECUTIVE COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION

The Executive Compensation Committee of the Board of Directors has furnished the following report on executive compensation.

The Executive Compensation Committee annually reviews and approves the compensation for the Chairman and Chief Executive Officer ("CEO") of the Company. It also reviews and approves the compensation for the Vice Chairman, President and Chief Operating Officer, Compensation for other executive officers is reviewed and recommended by the Chairman and CEO and the Vice Chairman, President and Chief Operating Officer. The Executive Compensation Committee reviews and approves the total pay for the executive officers of the Company, including the Chairman and CEO.

As with all employees, compensation for the Company's executive officers, including Clarence L. Werner, Chairman and CEO, is based on individual performance in the context of the Company's financial performance. The Company's performance is the result of the individual effort of all employees, including executive officers, through teamwork focused on meeting the expectations of customers and stockholders. We compare executive compensation to other executive officers, including the Chairman and CEO, based upon the following factors: (1) Salary levels of executive employees by comparison in the industry and other regional and national companies; (2) Experience and pay history with the Company; (3) Benefits of key executives of the Company; (4) Relationship of individual and Company financial performance to compensation increases.

Base salaries and the annual bonus are determined based on the above factors. The annual bonus plan allows executive officers to earn additional compensation depending on individual and Company financial performance. Company financial performance is evaluated by reviewing such factors as the Company's operating ratio, earnings per share, revenue growth, size and performance relative to competitors in the trucking industry. Individual performance is evaluated by reviewing the individual's contribution to these financial performance goals as well as a review of quantitative and qualitative factors. Stock options are used as a long-term compensation incentive and are awarded to certain key executives and management personnel. The purpose of granting stock options is to align the interests of executive officers with the interests of the Company's stockholders. Stock options are granted periodically to executive officers and management based on the individual's potential contribution. Stock options are granted with exercise prices equal to the prevailing market price of the Company's stock on the date of the grant. Exercise options only have value if the market price of the stock increases after the grant date.

The Committee compared the total compensation package for Mr. Clarence L. Werner and the other Board executives to the total compensation package for the Company's public/private competitors in the trucking industry. As disclosed in each Company's most recent proxy statement, comparisons were made on the basis of total pay per tranche (operated, total pay as a percentage of net income, and similar factors). Both the CEO total pay of the Company's CEO and the average total pay of the other Company's executive disclosed in the summary compensation table were in the lower to middle portion of the range of compensation paid by the Company's public/private competitors in the trucking industry.

The Executive Compensation Committee has determined it is unlikely that the Company would pay any amounts in the year ended February 1995 that would result in a total fiscal income tax deduction under Section 162(m) of the Internal Revenue Code of 1986, as amended, and accordingly, has not recommended that any special actions be taken or that any plans or programs be revised at this time. Clarence L. Werner, Chairman and CEO, Irving S. Epstein, Martin D. Thompson, and David M. Yumessan.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

Mr. Clarence L. Werner serves as Chairman of the Executive Compensation Committee and is also the Chairman and Chief Executive Officer of the Company.

Mr. Epstein serves on the Executive Compensation Committee and is a principal and director in the law firm of Epstein and Epstein, which acts as outside counsel to the Company.

COMPARISON OF FIVE-YEAR CUMULATIVE TOTAL RETURN

	2/28/89	2/28/90	2/28/91	2/29/92	2/28/93	2/28/94
Werner Enterprises, Inc.	<<<	<<<	<<<	<<<	<<<	<<<
Standard & Poor 500	2100	180	287	214	214	214
NYSE Composite (SIC Code 42)	<<<	<<<	<<<	<<<	<<<	<<<

<TABLE>
<CAPTION>

Announcing the investment of \$100 on February 28, 1984, and reimbursement of all dividends, the above shows complete the cumulative total shareholders return on the Company's Common Stock for the last five years and the maximum total return of the Standard & Poor 500 Index. The return on the Company's Common Stock is in the leading industry (NASDAQ Trading Group - SIC Code 42) over the same period.

AMENDMENT OF ARTICLES OF INCORPORATION

On May 7, 1984, the Board of Directors unanimously approved and recommended that the stockholders consider and approve an Amendment (the "Proposed Amendment") to Article 1 of the Company's Articles of Incorporation that would authorize the establishment of up to three separate classes of directors. As amended, Article 1 would read as follows:

The Board of Directors of the Corporation may be divided into up to three classes, each class to consist of not less than three directors and to be as nearly equal in number as possible. The number of classes of directors and the terms of office for directors in each such class shall be set forth in the Bylaws of the Corporation.

Any vacancy in the office of a director shall be filled by the vote of the remaining directors, even if less than a quorum, or by the sole remaining director. The director class of any director chosen to fill vacancies shall be designated by the Board and such director shall hold office until the next election of directors of the class of which they are a member and until their successors shall be elected and qualified.

Any newly created directorship resulting from any increase in the number of directors may be filled by the Board of Directors, acting by a majority of the directors then in office, even if less than a quorum, or by a sole remaining director. The director class of any director chosen to fill newly created directorships shall be designated by the Board and such director shall hold office until the next election of directors of the class of which they are a member and until their successors shall be elected and qualified.

The Board of Directors has also adopted an amendment to the Company's Bylaws (the "Bylaws") which will divide the Board of Directors into three classes each consisting of three directors. The term of office of the directors in the first class will expire at the 1985 annual meeting of stockholders. The term of office of the directors in the second class will expire at the 1986 annual meeting of stockholders. The term of office of the directors in the third class will expire at the 1987 annual meeting of stockholders. See "ELECTION OF DIRECTORS AND INFORMATION REGARDING DIRECTORS." Beginning with the 1985 annual meeting of stockholders, the Board of Directors of the Corporation will elect three directors of the class term being elected will hold office for terms of three years. If at any time the number of directors in any class exceeds the number of directors to be elected in that class, the excess directors will be appointed between the classes so as to keep the number of directors in each class as even as possible.

The amendment of the Bylaws does not require the approval of the stockholders, but was adopted by the Board of Directors and is subject to the approval of the Proposed Amendment by the stockholders. If the stockholders reject the Proposed Amendment, then (1) the amendment to the Bylaws will not be adopted (11) the nomination of George I. Heron and Donald J. Hutchins will automatically be withdrawn and (11) each of the remaining persons nominated to serve as directors listed under "ELECTION OF DIRECTORS AND INFORMATION REGARDING DIRECTORS" will be deemed to be nominated for terms ending at the 1985 annual meeting of stockholders.

The Board of Directors believes that it is in the best interests of the Company and its stockholders to adopt the Proposed Amendment and is recommending that the amendment be approved by stockholders. The Board of Directors believes that the Proposed Amendment will promote the continuity and stability of the leadership and policies of the Company and thereby facilitate long-range planning for the Company's business and have a positive effect on employee loyalty and customer confidence, which are important factors to the Company's business. The Proposed Amendment is also designed to discourage certain types of tactics which could involve actual or threatened changes in control that are not in the best interests of the stockholders.

The Board is not offering the Proposed Amendment in response to any specific efforts to accumulate shares of the Company's Common Stock or to otherwise change control of the Company. The Proposed Amendment will not and is not intended to prevent a purchase of all or a majority of the Company's Common Stock, nor is it intended to deter bids for such stock. However, the Board of Directors believes that the amendment will discourage disruptive tactics and encourage persons who may seek to acquire control of the Company to initiate such an acquisition through negotiations with the Board of Directors. The Board of Directors believes that it will, therefore, be in a better position to protect the interests of all stockholders and stockholders will have a better opportunity to evaluate any such action.

However, takeovers or changes in the board of directors of a company that are accomplished without the prior consent of the Board of Directors are not necessarily detrimental to the best interests of the stockholders. Stockholders should note that the Proposed Amendment may have the effect of making it more difficult to change the composition of the Board of Directors. If the Proposed Amendment is adopted, then two stockholders meetings, instead of one, will be required to effect a change in the majority of the Board of Directors. This may have the effect of discouraging tender offers for all or a portion of the Company's Common Stock, proxy contests or other takeover-related actions, even though some of a majority of the stockholders might believe such actions to be beneficial. To the extent a potential acquirer of the Company is deterred by the Proposed Amendment, stockholders could be deprived of opportunities to sell their shares at a premium price resulting from such an action. In addition, the Proposed Amendment may have the effect of preventing the incumbent management by withdrawing an extension of the term of directors to three years.

Under Delaware law, the adoption of the Proposed Amendment requires the affirmative vote of the holders of two-thirds of all of the issued and outstanding shares of the Common Stock of the Company at the stock meeting at the annual meeting. If the Proposed Amendment is approved by the stockholders, it will become effective upon the filing of a Certificate of Amendment with the Secretary of State of the State of Delaware, which is expected to be accomplished as promptly as practicable after such approval is obtained.

THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE "FOR" THE PROPOSED AMENDMENT TO THE ARTICLES OF INCORPORATION.

ADDITIONAL INFORMATION REGARDING THE PROPOSED AMENDMENT TO THE ARTICLES OF INCORPORATION

The stockholders of the Company approved the Heron, Hutchins, Inc. Stock Option Plan (the "Plan") on June 9, 1987, at their annual meeting. The Plan authorizes the grant of nonqualified stock options and stock appreciation rights in order to help attract and retain key employees by providing them with participatory rights in the future success and growth of the Company. On May 7, 1984, the Board of Directors approved and recommended that the stockholders consider and approve amendments to Section 7(b), 8, 10, and 11 of the Plan (the "Plan Amendments"). The relevant portions of these sections are currently in effect and the proposed Plan Amendments are generally described below.

Section 7(b) of the Plan currently provides that each option may not be granted if it would not be exercisable until after the participant reaches normal retirement age. If the Plan Amendments are approved by the stockholders, this provision will be deleted from Section 7(b).

Section 8 of the Plan currently provides that a participant's stock option rights and stock appreciation rights immediately terminate when a participant's employment with the Company ceases for a reason other than death, early or normal retirement or total disability. Accordingly, under the current terms of the Plan a participant's options and stock appreciation rights will terminate if the participant's employment is voluntarily or involuntarily terminated. In addition, the Plan now provides that the Company's option committee may cancel a stock option or stock appreciation right that is otherwise exercisable during the three-month period after termination of employment with the Company ceases if the option committee determines that the participant engages in employment or activities contrary to the best interests of the Company.

If the Plan Amendments are approved by the requisite number of stockholders, the stock option and stock appreciation rights of any participant whose employment is terminated by the Company will terminate immediately. However, Plan participants who voluntarily terminate their employment with the Company may exercise stock options and stock appreciation rights that are otherwise exercisable on the date they leave the Company for up to 180 days thereafter, subject to the power of the option committee to terminate such options and stock appreciation rights during that period for the reasons stated above. As amended, Section 8 of the Plan would read as follows:

8. Termination of Employment. A Participant's Options and Stock Appreciation Rights will immediately terminate and the Participant's right to exercise Options and Stock Appreciation Rights will immediately terminate upon the involuntary termination by the Company of the Participant's employment with the Company or a subsidiary of the Company. If a Participant's employment with the Company or a subsidiary of the Company is voluntarily terminated by the Participant, the Participant may exercise his or her Options or Stock Appreciation Rights that are otherwise exercisable pursuant to this Plan on the date of such termination for up to and including one hundred and eighty (180) days thereafter, subject to the power of the Committee to terminate such contracts. Not in an event shall any Option or Stock Appreciation Right be exercisable more than two years and one day from the date it was granted. The Committee has the right to cancel an Option or Stock Appreciation Right during such 180 day period if the Participant engages in employment or activities contrary to the opinion of the Committee, to the best interests of the Company. The Committee shall also determine in each case whether a termination of employment (including a termination due to disability) shall be considered voluntary or involuntary. In addition, the Committee shall determine, subject to applicable law, whether a leave of absence or similar circumstance shall constitute a termination of employment and the date upon which a termination resulting therefrom becomes effective. Any such determination of the Committee shall be final and conclusive, unless overturned by the entire Board of Directors at its next regular or special meeting. A Participant's right to exercise Options or Stock Appreciation Rights after his or her death are governed by Section 10 of the Plan.

Section 10 of the Plan currently permits the executor, administrator, legatees or heirs of participants who die within three months of their retirement or termination of employment with the Company to exercise stock options or stock appreciation rights for one year after the participant's death. If the stock options or stock appreciation rights were exercisable on the date thereof, if the Plan Amendments are approved by the stockholders, the three month period will be extended to 180 days so as to be consistent with the amendments made to Section 8 of the Plan.

Section 11 of the Plan currently provides that the Plan terminates on June 9, 1987. If the Plan Amendments are approved by the stockholders, this termination date will be deleted and the Plan will continue until terminated by the Board of Directors.

In the opinion of the Board of Directors, the operation of the Plan will continue to be consistent with the underlying purposes of the Plan after the implementation of the Plan Amendments.

The affirmative vote of the holders of at least a majority of the outstanding shares of common stock of the Company is required to approve the Plan Amendments. The Plan Amendments are being voted on in their entirety. Therefore, a vote may be cast either for or against all of the Plan Amendments as a group.

THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE "FOR" THE PROPOSED PLAN AMENDMENTS TO THE STOCK OPTION PLAN.

INDEPENDENT PUBLIC ACCOUNTANTS

Arthur Andersen & Co. has served as the independent public accountants of the Company since its incorporation in 1983. It is anticipated that the audit committee will recommend that the Board of Directors reselect Arthur Andersen & Co. to serve as independent public accountants for the Company for the fiscal year ending February 28, 1984. Such reselection will be made by the Board of Directors at the annual meeting which is scheduled to occur immediately following the 1984 Annual Meeting of Stockholders. Representatives of Arthur Andersen & Co. will be present at the Annual Meeting of Stockholders, will have an opportunity to make a statement if they so desire, and will be available to respond to appropriate questions.

Stockholder proposals intended to be presented at the 1985 Annual Meeting of Stockholders must be received by the Secretary of the Company on or before January 10, 1985, to be eligible for inclusion on the Company's 1985 proxy materials. The inclusion of any such proposal on such proxy material shall be subject to the requirements of the proxy rules adopted under the Securities Exchange Act of 1934, as amended.

Stockholder proposals submitted for presentation at the Annual Meeting must be received by the Secretary of the Company no later than June 1, 1984. Such proposals must set forth (1) a brief description of the business desired to be brought before the Annual Meeting and the reasons for conducting such business at the annual meeting, (11) the name and address of the stockholder proposing such business, (111) the class and number of shares of the Company's Common Stock beneficially owned by such stockholder and (1V) any material interest of such stockholder in such business. Nominations for directors may be submitted by stockholders if delivery of such nominations in writing to the Secretary of the Company by June 1, 1984. Only stockholders of record as of May 2, 1984 are entitled to bring business before the Annual Meeting of Stockholders for consideration for directors.

OTHER BUSINESS

Management of the Company knows of no business that will be presented for consideration at the Annual Meeting of Stockholders other than that described in the Proxy Statement. As to other business, we say that any proposal brought before the meeting, if it is determined that the proposal is in the best interests of the Company, will be voted in accordance with the best judgment of the person calling the proposal.

Stockholders are urged to complete, date, sign and return the proxy enclosed in the envelope provided. Prompt response will greatly facilitate arrangements for the meeting, and your cooperation will be appreciated.

STOCKHOLDER PROPOSALS

