

CERNER CORP /MO/
Form 4
June 03, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
NAUGHTON MARC G

(Last) (First) (Middle)
2800 ROCKCREEK PARKWAY
(Street)

NORTH KANSAS
CITY, MO 64117

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CERNER CORP /MO/ [CERN]

3. Date of Earliest Transaction
(Month/Day/Year)
06/01/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Exec. VP & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 06/01/2015 | | J ⁽¹⁾ | | 3,748 A \$ 0 | 92,624 ⁽²⁾ | D |
| Common Stock | 06/01/2015 | | F | | 797 ⁽³⁾ D \$ 67.81 | 91,827 ⁽²⁾ | D |
| Common Stock | 06/01/2015 | | D | | 185 ⁽⁴⁾ D \$ 0 | 91,642 ⁽²⁾ | D |
| Common Stock | 06/03/2015 | | J ⁽⁵⁾ | | 2,600 A \$ 0 | 2,600 | I by Spouse |
| Common Stock | | | | | | 14,028 | I by 401(k) Plan |

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

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(9-02)

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) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Common Stock (Restricted) | \$ 0 | 06/01/2015 | | J ⁽¹⁾ | 8,000 | 06/01/2013 06/01/2015 | Common Stock | 8,000 |
| Non-Qualified Stock Option (right to buy) | \$ 44.615 | | | | | 03/01/2015 03/01/2023 | Common Stock | 50,000 |
| Non-Qualified Stock Option (right to buy) | \$ 60.37 | | | | | 03/07/2016 03/07/2024 | Common Stock | 44,000 |
| Non-Qualified Stock Option (right to buy) | \$ 70.91 | | | | | 03/12/2017 03/12/2025 | Common Stock | 44,000 |
| Non-Qualified Stock Option (right to buy) | \$ 10.055 | | | | | 03/14/2013 03/14/2018 | Common Stock | 90,000 |
| Non-Qualified Stock Option (right to buy) | \$ 9.18 | | | | | 03/06/2011 03/06/2019 | Common Stock | 60,000 |
| Non-Qualified Stock Option (right to buy) | \$ 21.3 | | | | | 03/12/2012 03/12/2020 | Common Stock | 60,000 |
| Non-Qualified Stock Option (right to buy) | \$ 25.8 | | | | | 03/11/2013 03/11/2021 | Common Stock | 56,000 |
| Non-Qualified Stock Option (right to buy) | \$ 38.43 | | | | | 03/09/2014 03/09/2022 | Common Stock | 50,000 |

Non-Quallified
 Stock Option \$ 1.875
 (right to buy)

02/24/2007 02/24/2022 Common
 Stock 70,

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| NAUGHTON MARC G 2800 ROCKCREEK PARKWAY NORTH KANSAS CITY, MO 64117 | | | Exec. VP & CFO | |

Signatures

/s/Patricia E. Davies, by Power of
 Attorney 06/03/2015

__Signature of Reporting Person Date

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).
- (1) Vesting of Performance-Based Restricted Stock grant of 8,000 shares to direct beneficial ownership, net of 3,452 shares withheld for taxes and 800 shares forfeited due to not meeting subjective performance criteria, in accordance with Rule 16b-3.
- (2) Includes 24,150 shares of restricted common stock.
- (3) Shares of common stock withheld to satisfy the tax withholdings for the vesting of 1,665 shares of restricted common stock.
- (4) Shares of common stock forfeited due to not meeting subjective performance criteria.
- (5) Shares owned by the reporting person's spouse, of which the reporting person disclaims beneficial ownership, were inadvertently omitted from prior reporting.

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.