CERNER CORP /MO/ Form 4 March 04, 2011

FORM 4

OMB APPROVAL

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

OMB Number:

Form filed by More than One Reporting

January 31, Expires: 2005

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction

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

1(b).

Form 5

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading NAUGHTON MARC G Issuer Symbol CERNER CORP /MO/ [CERN] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify X_ Officer (give title 2800 ROCKCREEK PARKWAY 03/03/2011 below) Exec. VP & CFO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

NORTH KANSAS CITY, MO 64117

(State)

(Zip)

(City)

			Person				
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` *		Tabi	e I - Non-L	erivative	Secui	rues Acqu	irea, Disposea oi,	or benefician	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following	Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	03/03/2011		X	5,000	A	\$ 23.115	20,268	D	
Common Stock	03/03/2011		S	5,000	D	\$ 104.04 (1) (2)	15,268	D	
Common Stock							3,225.25	I	by 401(k) Plan

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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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. Transactic 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 Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Nun of S
Non-Quallified Stock Option (right to buy)	\$ 23.115	03/03/2011		X		5,000	04/05/2007	04/05/2012	Common Stock	5,0
Non-Qualified Stock Option (right to buy)	\$ 40.22						03/14/2013	03/14/2018	Common Stock	22,
Non-Qualified Stock Option (right to buy)	\$ 36.72						03/06/2011	03/06/2019	Common Stock	15,
Non-Qualified Stock Option (right to buy)	\$ 85.2						03/12/2012	03/12/2020	Common Stock	15,
Non-Quallified Stock Option (right to buy)	\$ 53.81						03/09/2012	03/09/2017	Common Stock	20,
Non-Quallified Stock Option (right to buy)	\$ 43.51						03/09/2011	03/09/2016	Common Stock	20,
Non-Quallified Stock Option (right to buy)	\$ 20.99						06/03/2009	06/03/2014	Common Stock	4,0
Non-Quallified Stock Option (right to buy)	\$ 23.115						04/05/2007	04/05/2012	Common Stock	15,
Non-Quallified Stock Option (right to buy)	\$ 31.405						06/03/2010	06/03/2015	Common Stock	25,
	\$ 7.5						02/24/2007	02/24/2022		20,

Non-Quallified Stock Option (right to buy) Common Stock

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/Crystal Spoor, by Power of Attorney

03/04/2011

**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) Price reflects a weighted-average price for the transaction. Sale of shares took place at actual prices ranging from \$104.00 to \$104.07.
- (2) Full information regarding the number of shares purchased or sold at each separate price shall be provided upon request by the Commission staff, Cerner Corporation, or a Cerner shareholder.

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.

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