

CERNER CORP /MO/
Form 5
January 14, 2015

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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

(Last) (First) (Middle)

2800 ROCKCREEK PARKWAY

(Street)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
01/03/2015

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 Reporting

(check applicable line)

NORTH KANSAS
CITY, MO 64117

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|--|--|--|---|
| Common Stock | 01/03/2015 | Â | J | (A) or (D) Amount Price 177 ⁽¹⁾ / ₍₂₎ A \$ 61.03 _{(1) (2)} | 14,028 | I | by 401(k) Plan |
| Common Stock | Â | Â | Â | Â Â Â | 80,376 ⁽³⁾ | D | Â |

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

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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. 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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Common Stock (Restricted) | \$ 0 | Â | Â | Â | Â Â | 06/01/2013 06/01/2015 | Common Stock | 8,000 |
| Non-Qualified Stock Option (right to buy) | \$ 44.615 | Â | Â | Â | Â Â | 03/01/2015 03/01/2023 | Common Stock | 50,000 |
| Non-Qualified Stock Option (right to buy) | \$ 60.37 | Â | Â | Â | Â Â | 03/07/2016 03/07/2024 | Common Stock | 44,000 |
| Non-Qualified Stock Option (right to buy) | \$ 10.055 | Â | Â | Â | Â Â | 03/14/2013 03/14/2018 | Common Stock | 90,000 |
| Non-Qualified Stock Option (right to buy) | \$ 9.18 | Â | Â | Â | Â Â | 03/06/2011 03/06/2019 | Common Stock | 60,000 |
| Non-Qualified Stock Option (right to buy) | \$ 21.3 | Â | Â | Â | Â Â | 03/12/2012 03/12/2020 | Common Stock | 60,000 |
| Non-Qualified Stock Option (right to buy) | \$ 25.8 | Â | Â | Â | Â Â | 03/11/2013 03/11/2021 | Common Stock | 56,000 |
| Non-Qualified Stock Option (right to buy) | \$ 38.43 | Â | Â | Â | Â Â | 03/09/2014 03/09/2022 | Common Stock | 50,000 |
| Non-Quallified Stock Option (right to buy) | \$ 13.4525 | Â | Â | Â | Â Â | 03/09/2012 03/09/2017 | Common Stock | 40,000 |
| Non-Quallified Stock Option (right to buy) | \$ 1.875 | Â | Â | Â | Â Â | 02/24/2007 02/24/2022 | Common Stock | 70,000 |

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
01/14/2015

__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).
Represents shares acquired through routine payroll deduction and participation in the issuer's 401(k) plan between 12/29/2013 and
(1) 01/03/2015, at prices ranging from \$54.84 to \$62.11 per share. Balance is based on plan statement as of 01/03/2015. This transaction qualifies as a non-discretionary transaction from a tax-qualified plan.
(2) Full information regarding the number of shares purchased or sold at each separate price will be provided upon request by the Commission staff, Cerner Corporation, or a Cerner shareholder.
(3) Includes 17,500 shares of restricted common stock.

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