

Nill Michael
 Form 5
 February 11, 2011

FORM 5

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

OMB APPROVAL

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 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 *
 Nill Michael
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

2800 ROCKCREEK PKWY
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 01/01/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
 Exec VP & Chief Engineering Of

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

6. Individual or Joint/Group Reporting (check applicable line)

NORTH KANSAS
 CITY, MO 64117
 (City) (State) (Zip)

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) | Amount (A) or (D) | Price | 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 | 12/31/2010 | ^ | I | (A) | 87.34 <u>(1)</u> | \$ 90.06 <u>(1)</u> | 2,789.239 <u>(1)</u> | I | by 401(k) Plan |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 0 | D | ^ |

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

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SEC 2270 (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. 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | |
| Common Stock (Restricted) | \$ 81.9 | Â | Â | Â | Â | Â | 06/01/2011 | 06/01/2013 | Common Stock | 25,000 |
| Non-Qualified Stock Option | \$ 46.32 | Â | Â | Â | Â | Â | 04/25/2010 | 04/25/2018 | Common Stock | 25,000 |
| Non-Qualified Stock Option | \$ 23.115 | Â | Â | Â | Â | Â | 04/05/2004 | 04/05/2012 | Common Stock | 6,000 |
| Non-Qualified Stock Option | \$ 7.5938 | Â | Â | Â | Â | Â | 11/05/2000 | 11/05/2011 | Common Stock | 20,000 |
| Non-Qualified Stock Option (right to buy) | \$ 7 | Â | Â | Â | Â | Â | 11/08/1997 | 11/08/2021 | Common Stock | 1,300 |
| Non-Qualified Stock Option (right to buy) | \$ 14 | Â | Â | Â | Â | Â | 11/01/1998 | 11/01/2022 | Common Stock | 78,000 |
| Non-Qualified Stock Option (right to buy) | \$ 11.295 | Â | Â | Â | Â | Â | 06/12/2005 | 06/12/2013 | Common Stock | 2,400 |
| Non-Qualified Stock Option (right to buy) | \$ 20.99 | Â | Â | Â | Â | Â | 06/03/2006 | 06/03/2014 | Common Stock | 15,000 |
| Non-Qualified Stock Option (right to buy) | \$ 31.405 | Â | Â | Â | Â | Â | 06/03/2007 | 06/03/2015 | Common Stock | 25,000 |
| Non-Qualified Stock Option (right to buy) | \$ 40.84 | Â | Â | Â | Â | Â | 04/25/2008 | 04/25/2016 | Common Stock | 20,000 |
| Non-Qualified Stock Option (right to buy) | \$ 54.61 | Â | Â | Â | Â | Â | 04/24/2009 | 04/24/2017 | Common Stock | 25,000 |

