

CERNER CORP /MO/  
Form 4  
March 04, 2011

**FORM 4**

**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).

**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)  
03/03/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	03/03/2011		X		5,000	A	\$ 23.115
Common Stock	03/03/2011		S		5,000	D	\$ 104.04 (1) (2)
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.

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SEC 1474 (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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Quallified Stock Option (right to buy)	\$ 23.115	03/03/2011		X	5,000	04/05/2007 04/05/2012	Common Stock	5,000	
Non-Qualified Stock Option (right to buy)	\$ 40.22					03/14/2013 03/14/2018	Common Stock	22,000	
Non-Qualified Stock Option (right to buy)	\$ 36.72					03/06/2011 03/06/2019	Common Stock	15,000	
Non-Qualified Stock Option (right to buy)	\$ 85.2					03/12/2012 03/12/2020	Common Stock	15,000	
Non-Quallified Stock Option (right to buy)	\$ 53.81					03/09/2012 03/09/2017	Common Stock	20,000	
Non-Quallified Stock Option (right to buy)	\$ 43.51					03/09/2011 03/09/2016	Common Stock	20,000	
Non-Quallified Stock Option (right to buy)	\$ 20.99					06/03/2009 06/03/2014	Common Stock	4,000	
Non-Quallified Stock Option (right to buy)	\$ 23.115					04/05/2007 04/05/2012	Common Stock	15,000	
Non-Quallified Stock Option (right to buy)	\$ 31.405					06/03/2010 06/03/2015	Common Stock	25,000	
	\$ 7.5					02/24/2007 02/24/2022		20,000	

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.