

CERNER CORP /MO/
Form 4
March 05, 2013

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)
03/01/2013

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)
Common Stock	03/01/2013		A	(A) or (D) A	5,000 \$ 0 35,536 ⁽³⁾	D	
Common Stock					6,802	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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(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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 89.23	03/01/2013		A	25,000	03/01/2015 ⁽⁴⁾ 03/01/2023	Common Stock
Common Stock (Restricted)	\$ 0					06/01/2013 06/01/2015	Common Stock
Non-Quallified Stock Option (right to buy)	\$ 3.75					02/24/2007 02/24/2022	Common Stock
Non-Quallified Stock Option (right to buy)	\$ 15.7025					06/03/2010 06/03/2015	Common Stock
Non-Quallified Stock Option (right to buy)	\$ 21.755					03/09/2011 03/09/2016	Common Stock
Non-Quallified Stock Option (right to buy)	\$ 26.905					03/09/2012 03/09/2017	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 20.11					03/14/2013 03/14/2018	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 18.36					03/06/2011 03/06/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 42.6					03/12/2012 03/12/2020	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 51.6					03/11/2013 03/11/2021	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 76.86					03/09/2014 03/09/2022	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/Tyler Wright, by Power of Attorney
Date: 03/05/2013

 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).

Issuance of Restricted Stock Grant pursuant to Cerner Corporation 2011 Omnibus Equity Incentive Plan - Performance Based Restricted
- (1) Stock Agreement. Such shares are eligible for vesting, subject to reduction pursuant to subjective performance criteria, per the following schedule: 10% on 06/01/2014, 10% on 06/01/2015 and 80% on 06/01/2016.
- (2) This transaction represents a grant of restricted common stock to the reporting person by the issuer. Therefore, no consideration other than the value of services rendered was paid for the security.
- (3) Includes 5,000 shares of restricted common stock.
- (4) Options are exercisable per the following schedule: 40% - 03/01/2015, 20% - 03/01/2016, 20% - 03/01/2017, 20% - 03/01/2018.
- (5) This transaction represents a grant of options to the reporting person by the issuer. Therefore, no consideration other than the value of services rendered was paid for the security.

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.