

CERNER CORP /MO/
Form 4
June 03, 2014

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)
06/01/2014

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)
			Code	V Amount (A) or (D) Price			
Common Stock	06/01/2014		J ⁽¹⁾	667 A \$ 0	80,709	D	
Common Stock	06/01/2014		F	333 ⁽²⁾ D \$ 54.2	80,376 ⁽³⁾	D	
Common Stock					13,851	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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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
Common Stock (Restricted)	\$ 0	06/01/2014		<u>J</u> (1)	1,000	06/01/2013	06/01/2015	Common Stock	1,000
Non-Qualified Stock Option (right to buy)	\$ 44.615					03/01/2015	03/01/2023	Common Stock	50,000
Non-Qualified Stock Option (right to buy)	\$ 60.37					03/07/2016	03/07/2024	Common Stock	44,000
Non-Qualified Stock Option (right to buy)	\$ 10.055					03/14/2013	03/14/2018	Common Stock	90,000
Non-Qualified Stock Option (right to buy)	\$ 9.18					03/06/2011	03/06/2019	Common Stock	60,000
Non-Qualified Stock Option (right to buy)	\$ 21.3					03/12/2012	03/12/2020	Common Stock	60,000
Non-Qualified Stock Option (right to buy)	\$ 25.8					03/11/2013	03/11/2021	Common Stock	56,000
Non-Qualified Stock Option (right to buy)	\$ 38.43					03/09/2014	03/09/2022	Common Stock	50,000
Non-Quallified Stock Option (right to buy)	\$ 13.4525					03/09/2012	03/09/2017	Common Stock	40,000
Non-Quallified Stock Option (right to buy)	\$ 1.875					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 06/03/2014

__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) Vesting of Performance-Based Restricted Stock grant of 1,000 shares to direct beneficial ownership, net of 333 shares withheld for taxes, in accordance with Rule 16b-3.
- (2) Shares of common stock withheld to satisfy the tax withholdings for the vesting of 1,000 shares of restricted common stock.
- (3) Includes 17,500 shares of restricted common stock.

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.