

CERNER CORP /MO/  
Form 4  
June 03, 2015

**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)  
06/01/2015

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 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 or Price		
Common Stock	06/01/2015		J <sup>(1)</sup>		3,748 A \$ 0	92,624 <sup>(2)</sup>	D
Common Stock	06/01/2015		F		797 <sup>(3)</sup> D \$ 67.81	91,827 <sup>(2)</sup>	D
Common Stock	06/01/2015		D		185 <sup>(4)</sup> D \$ 0	91,642 <sup>(2)</sup>	D
Common Stock	06/03/2015		J <sup>(5)</sup>		2,600 A \$ 0	2,600	I by Spouse
Common Stock						14,028	I by 401(k) Plan

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

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(9-02)

**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)	8. Amount or Number of Shares
Common Stock (Restricted)	\$ 0	06/01/2015		J <sup>(1)</sup>	8,000	06/01/2013 06/01/2015	Common Stock	8,000
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)	\$ 70.91					03/12/2017 03/12/2025	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 \$ 1.875  
 (right to buy)

02/24/2007 02/24/2022 Common  
 Stock 70,

## 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  
 06/03/2015  
 \_\_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).
- (1) Vesting of Performance-Based Restricted Stock grant of 8,000 shares to direct beneficial ownership, net of 3,452 shares withheld for taxes and 800 shares forfeited due to not meeting subjective performance criteria, in accordance with Rule 16b-3.
- (2) Includes 24,150 shares of restricted common stock.
- (3) Shares of common stock withheld to satisfy the tax withholdings for the vesting of 1,665 shares of restricted common stock.
- (4) Shares of common stock forfeited due to not meeting subjective performance criteria.
- (5) Shares owned by the reporting person's spouse, of which the reporting person disclaims beneficial ownership, were inadvertently omitted from prior reporting.

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.