

CERNER CORP /MO/

Form 4

March 16, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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(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)  
03/12/2015

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 &amp; 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)
Common Stock	03/12/2015		A	(A) or (D) Amount 8,500 (1)	Price \$ 0 (2)	88,876 (3)	D
Common Stock					14,028	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 A Underlying S (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 70.91	03/12/2015		A		44,000		03/12/2017 <sup>(4)</sup>	03/12/2025	Common Stock
Common Stock (Restricted)	\$ 0							06/01/2013	06/01/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 44.615							03/01/2015	03/01/2023	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 60.37							03/07/2016	03/07/2024	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 10.055							03/14/2013	03/14/2018	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 9.18							03/06/2011	03/06/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 21.3							03/12/2012	03/12/2020	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 25.8							03/11/2013	03/11/2021	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 38.43							03/09/2014	03/09/2022	Common Stock
Non-Quallified Stock Option (right to buy)	\$ 1.875							02/24/2007	02/24/2022	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/Shane Dawson, by Power of  
Attorney

03/16/2015

\_\_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) Issuance of Restricted Stock Grant pursuant to Cerner Corporation 2011 Omnibus Equity Incentive Plan - Performance Based Restricted Stock Agreement. Such shares are eligible for vesting on 06/01/2018, subject to reduction pursuant to subjective performance criteria.
- (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 26,000 shares of restricted common stock.
- (4) Options are exercisable per the following schedule: 40% - 03/12/2017, 20% - 03/12/2018, 20% - 03/12/2019, 20% - 03/12/2020.
- (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.