

CERNER CORP /MO/
Form 4
March 16, 2015

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)
03/12/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 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 | 03/12/2015 | | A | (A) or (D) 8,500 (1) A (2) | \$ 0 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 Underlying Security (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 ⁽⁴⁾ | 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.