

CERNER CORP /MO/  
Form 5  
February 11, 2011

# FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362  
Expires: January 31, 2005  
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**NAUGHTON MARC G**  
  
(Last) (First) (Middle)  
  
**2800 ROCKCREEK PARKWAY**  
  
(Street)

2. Issuer Name and Ticker or Trading Symbol  
**CERNER CORP /MO/ [CERN]**

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**01/01/2011**

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 Reporting  
  
(check applicable line)

**NORTH KANSAS CITY, MO 64117**

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

**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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
|                                 |                                      |  |                                | (A) or (D) Amount Price   |  |  |   |
| Common Stock                    | 12/31/2010                           | ^  | I                              | 79.84<br>(1) A 90.06<br>(1)                                       | \$ 3,225.25 (1)  | I  | by 401(k) Plan  |
| Common Stock                    | ^                                    | ^  | ^                              | ^ ^ ^   | 15,268   | D  | ^   |

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

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SEC 2270 (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 Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable   | Expiration Date | Title   |                            |
| Non-Qualified Stock Option (right to buy)  | \$ 40.22   | Â                                    | Â  | Â                              | Â Â   | 03/14/2013   | 03/14/2018      | Common Stock  | 22,                        |
| Non-Qualified Stock Option (right to buy)  | \$ 36.72   | Â                                    | Â  | Â                              | Â Â   | 03/06/2011   | 03/06/2019      | Common Stock  | 15,                        |
| Non-Qualified Stock Option (right to buy)  | \$ 85.2  | Â                                    | Â  | Â                              | Â Â   | 03/12/2012   | 03/12/2020      | Common Stock  | 15,                        |
| Non-Quallified Stock Option (right to buy) | \$ 53.81   | Â                                    | Â  | Â                              | Â Â   | 03/09/2012   | 03/09/2017      | Common Stock  | 20,                        |
| Non-Quallified Stock Option (right to buy) | \$ 43.51   | Â                                    | Â  | Â                              | Â Â   | 03/09/2011   | 03/09/2016      | Common Stock  | 20,                        |
| Non-Quallified Stock Option (right to buy) | \$ 20.99   | Â                                    | Â  | Â                              | Â Â   | 06/03/2009   | 06/03/2014      | Common Stock  | 4,0                        |
| Non-Quallified Stock Option (right to buy) | \$ 23.115  | Â                                    | Â  | Â                              | Â Â   | 04/05/2007   | 04/05/2012      | Common Stock  | 20,                        |
| Non-Quallified Stock Option (right to buy) | \$ 31.405  | Â                                    | Â  | Â                              | Â Â   | 06/03/2010   | 06/03/2015      | Common Stock  | 25,                        |
| Non-Quallified Stock Option (right to buy) | \$ 7.5   | Â                                    | Â  | Â                              | Â Â   | 02/24/2007   | 02/24/2022      | Common Stock  | 20,                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                        |       |
|--|---------------|-----------|------------------------|-------|
|  | Director      | 10% Owner | Officer                | Other |
| NAUGHTON MARC G<br>2800 ROCKCREEK PARKWAY<br>NORTH KANSAS CITY, MO 64117 | Â             | Â         | Â Exec.<br>VP &<br>CFO | Â     |

## Signatures

/s/Crystal Spoor, by Power of Attorney 02/11/2011

\_\_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) Represents shares purchased through the issuer's 401(k) trust between 1/8/2010 and 5/14/2010, at prices ranging from \$76.57 to \$90.06 per share. Balance is based on plan statement as of 12/31/2010.

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