

NAUGHTON MARC G

Form 4

March 06, 2018

**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  
Number: 3235-0287  
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2005  
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response... 0.5

(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)  
03/02/2018

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 \_\_\_\_\_ Other (specify  
below) 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	03/05/2018		J <sup>(1)</sup>	1,045 A \$ 0	87,469 <sup>(2)</sup>	D	
Common Stock					14,404	I	by 401(k) Plan
Common Stock					2,600	I	by Spouse

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

displays a currently valid OMB control number.

**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 (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	\$ 0	03/05/2018		J <sup>(1)</sup>			1,500	03/05/2018	03/05/2018	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 62.94	03/02/2018		A		73,100		03/02/2020 <sup>(3)</sup>	03/02/2028	Common Stock
Restricted Stock Units	\$ 0	03/02/2018		A		8,750 <sup>(5)</sup>		03/02/2021	03/02/2021	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)	\$ 70.91							03/12/2017	03/12/2025	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 54.01							03/11/2018	03/11/2026	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 55.74							03/03/2019	03/03/2027	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

Restricted  
Stock Units

\$ 0

09/01/2019 09/01/2019

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 M. Dawson, by Power of Attorney 03/06/2018

\_\_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 restricted stock units, net of 455 shares withheld to satisfy income tax withholdings.
- (2) Includes 8,500 shares of restricted common stock.
- (3) Options are exercisable per the following schedule: 40% - 03/02/2020, 20% - 03/02/2021, 20% - 03/02/2022, 20% - 03/02/2023.
- (4) 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.
- (5) Each restricted stock unit represents a contingent right to receive one share of Cerner Corporation common stock. The restricted stock units are eligible for vesting on 03/02/2021.
- (6) This transaction represents a grant of restricted stock units 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.

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