

TOWNSEND JEFFREY A
 Form 4
 March 06, 2018

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 *
TOWNSEND JEFFREY A

(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
 Officer (give title below) _____ Other (specify below)
 Exec. VP & Chief of Staff

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	03/05/2018		J ⁽¹⁾	1,148 A \$ 0	144,856 ⁽²⁾	D	
Common Stock					37,278	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 (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	\$ 0	03/05/2018		J ⁽¹⁾		03/05/2018	03/05/2018	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 62.94	03/02/2018		A	97,600	03/02/2020 ⁽³⁾	03/02/2028	Common Stock
Restricted Stock Units	\$ 0	03/02/2018		A	11,680 ⁽⁵⁾	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)	\$ 38.43					03/09/2014	03/09/2022	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
TOWNSEND JEFFREY A			Exec. VP & Chief of Staff	

2800 ROCKCREEK PARKWAY
NORTH KANSAS CITY, MO 64117

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 952 shares withheld to satisfy income tax withholdings.
- (2) Includes 18,000 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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