

NAUGHTON MARC G
Form 5
January 18, 2019

FORM 5

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

OMB APPROVAL

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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)
12/29/2018

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
Exec. VP & CFO

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| | | | | (A) or (D) | Amount or Price \$ | | |
| Common Stock | 12/29/2018 | ^ | J(1) | 86 A | 64.6 (1) (2) | 14,490 I | by 401(k) Plan |
| Common Stock | ^ | ^ | ^ | ^ ^ | ^ ^ | 84,898 D | ^ |
| Common Stock | ^ | ^ | ^ | ^ ^ | ^ ^ | 2,600 I | by Spouse |

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

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(9-02)

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 | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy) | \$ 44.615 | Â | Â | Â | Â | Â | 03/01/2015 | 03/01/2023 | Common Stock | 50, |
| Non-Qualified Stock Option (right to buy) | \$ 60.37 | Â | Â | Â | Â | Â | 03/07/2016 | 03/07/2024 | Common Stock | 44, |
| Non-Qualified Stock Option (right to buy) | \$ 70.91 | Â | Â | Â | Â | Â | 03/12/2017 | 03/12/2025 | Common Stock | 44, |
| Non-Qualified Stock Option (right to buy) | \$ 54.01 | Â | Â | Â | Â | Â | 03/11/2018 | 03/11/2026 | Common Stock | 87, |
| Non-Qualified Stock Option (right to buy) | \$ 55.74 | Â | Â | Â | Â | Â | 03/03/2019 | 03/03/2027 | Common Stock | 87, |
| Non-Qualified Stock Option (right to buy) | \$ 25.8 | Â | Â | Â | Â | Â | 03/11/2013 | 03/11/2021 | Common Stock | 56, |
| Non-Qualified Stock Option (right to buy) | \$ 38.43 | Â | Â | Â | Â | Â | 03/09/2014 | 03/09/2022 | Common Stock | 50, |
| Non-Qualified Stock Option (right to buy) | \$ 62.94 | Â | Â | Â | Â | Â | 03/02/2020 | 03/02/2028 | Common Stock | 73, |
| Non-Qualified Stock Option (right to buy) | \$ 1.875 | Â | Â | Â | Â | Â | 02/24/2007 | 02/24/2022 | Common Stock | 70, |

| | | | | | | | | | | |
|------------------------|------|---|---|---|---|---|------------|------------|--------------|-----|
| Restricted Stock Units | \$ 0 | ^ | ^ | ^ | ^ | ^ | 09/01/2019 | 09/01/2019 | Common Stock | 41, |
| Restricted Stock Units | \$ 0 | ^ | ^ | ^ | ^ | ^ | 03/02/2021 | 03/02/2021 | Common Stock | 8,7 |

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
01/18/2019

__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).
Represents shares acquired through routine payroll deduction and participation in the issuer's 401(k) plan between 12/31/2017 and
(1) 12/29/2018, at prices ranging from \$56.86 to \$72.92 per share. Balance is based on plan statement as of 12/29/2018. This transaction qualifies as a non-discretionary transaction from a tax-qualified plan.
(2) Full information regarding the number of shares acquired at each separate price will be provided upon request by the Commission staff, Cerner Corporation, or a Cerner shareholder.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.