

CERNER CORP /MO/  
Form 5  
February 10, 2012

**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)  
12/31/2011

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock                    | 12/31/2011                           | ^  | J                              | (A)<br>Amount 202.59<br>or (D)<br>Price \$ 50.63<br>(1)           | 6,653.09   | I  | by 401(k) Plan  |
| Common Stock                    | ^                                    | ^  | ^                              | ^   | 30,536   | 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)  | \$ 20.11   | Â                                    | Â  | Â                              | Â Â   | 03/14/2013   | 03/14/2018      | Common Stock  | 45,                        |
| Non-Qualified Stock Option (right to buy)  | \$ 18.36   | Â                                    | Â  | Â                              | Â Â   | 03/06/2011   | 03/06/2019      | Common Stock  | 30,                        |
| Non-Qualified Stock Option (right to buy)  | \$ 42.6  | Â                                    | Â  | Â                              | Â Â   | 03/12/2012   | 03/12/2020      | Common Stock  | 30,                        |
| Non-Qualified Stock Option (right to buy)  | \$ 51.6  | Â                                    | Â  | Â                              | Â Â   | 03/11/2013   | 03/11/2021      | Common Stock  | 28,                        |
| Non-Quallified Stock Option (right to buy) | \$ 26.905  | Â                                    | Â  | Â                              | Â Â   | 03/09/2012   | 03/09/2017      | Common Stock  | 40,                        |
| Non-Quallified Stock Option (right to buy) | \$ 21.755  | Â                                    | Â  | Â                              | Â Â   | 03/09/2011   | 03/09/2016      | Common Stock  | 40,                        |
| Non-Quallified Stock Option (right to buy) | \$ 10.495  | Â                                    | Â  | Â                              | Â Â   | 06/03/2009   | 06/03/2014      | Common Stock  | 8,0                        |
| Non-Quallified Stock Option (right to buy) | \$ 11.5575   | Â                                    | Â  | Â                              | Â Â   | 04/05/2007   | 04/05/2012      | Common Stock  | 15,                        |
| Non-Quallified Stock Option (right to buy) | \$ 15.7025   | Â                                    | Â  | Â                              | Â Â   | 06/03/2010   | 06/03/2015      | Common Stock  | 50,                        |
| Non-Quallified Stock Option (right to buy) | \$ 3.75  | Â                                    | Â  | Â                              | Â Â   | 02/24/2007   | 02/24/2022      | Common Stock  | 41,                        |

## 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 | ^             | ^         | ^ Exec.<br>VP &<br>CFO | ^     |

## Signatures

/s/Tyler Wright, by Power of  
Attorney

02/10/2012

         \*\*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 purchased through the issuer's 401(k) trust between 1/2/2011 and 12/31/2011, at prices ranging from \$47.40 to \$52.17 (1) per share. Balance is based on plan statement as of 12/31/2011. Full information regarding the number of shares purchased or sold at each separate price shall be provided upon request by the Commission staff, Cerner Corporation, or a Cerner shareholder.

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