

CERNER CORP /MO/

Form 4

February 14, 2017

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**PATTERSON NEAL L**

(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)  
**02/10/2017**

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)

Chairman and CEO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount    | (A) or (D) | Price                                                                                         |                                                          |                                                       |
| Common Stock                    | 01/06/2017                           |                                                    | J <sup>(1)</sup>               |                                                                   | 1,000,000 | D          | \$ 0                                                                                          | 17,660,573 <sup>(2)</sup>                                | I by Revocable Trust                                  |
| Common Stock                    | 02/10/2017                           |                                                    | M                              |                                                                   | 320,000   | A          | \$ 13.4525                                                                                    | 17,980,573 <sup>(2)</sup>                                | I by Revocable Trust                                  |
| Common Stock                    | 02/10/2017                           |                                                    | F                              |                                                                   | 182,761   | D          | \$ 51.5 <sup>(3)</sup>                                                                        | 17,797,812 <sup>(2)</sup>                                | I by Revocable Trust                                  |
| Common                          | 01/06/2017                           |                                                    | J <sup>(1)</sup>               |                                                                   | 1,000,000 | A          | \$ 0                                                                                          | 1,000,000                                                | I by Grantor                                          |

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|              |                        |   |  |                                                             |
|--------------|------------------------|---|--|-------------------------------------------------------------|
| Stock        |                        |   |  | Retained Annuity Trust                                      |
| Common Stock | 209,552 <sup>(2)</sup> | I |  | by Spouse                                                   |
| Common Stock | 2,898,940              | I |  | by Spouse as sole Trustee of Irrevocable Trust for children |
| Common Stock | 136,122                | I |  | by 401(k) Plan                                              |
| Common Stock | 250,970                | I |  | by Charitable Remainder Trust                               |
| Common Stock | 540,230                | I |  | by Trust as Co-Trustee                                      |

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

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SEC 1474  
(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) |                 |              |        |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|-------------------------------------------------------------|-----------------|--------------|--------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                            | Expiration Date | Title        | Amount |
| Non-Quallified Stock Option (right to buy) | \$ 13.4525                                             | 02/10/2017                           |                                                    | M                              |                                                                                         | 320,000                                                  |     | 03/09/2012                                                  | 03/09/2017      | Common Stock |        |
| Non-Qualified Stock Option (right to buy)  | \$ 21.3                                                |                                      |                                                    |                                |                                                                                         |                                                          |     | 03/12/2012                                                  | 03/12/2020      | Common Stock |        |
| Non-Qualified Stock Option                 | \$ 25.8                                                |                                      |                                                    |                                |                                                                                         |                                                          |     | 03/11/2013                                                  | 03/11/2021      | Common Stock |        |

(right to buy)

|                                                 |           |            |            |                 |
|-------------------------------------------------|-----------|------------|------------|-----------------|
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 38.43  | 03/09/2014 | 03/09/2022 | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 44.615 | 03/01/2015 | 03/01/2023 | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 60.37  | 03/07/2016 | 03/07/2024 | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 70.91  | 03/12/2017 | 03/12/2025 | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 54.01  | 03/11/2018 | 03/11/2026 | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 10.055 | 03/14/2013 | 03/14/2018 | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 9.18   | 03/06/2011 | 03/06/2019 | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 3.7032 | 06/28/2005 | 06/28/2020 | Common<br>Stock |

## Reporting Owners

| Reporting Owner Name / Address                                            | Relationships |           |                  |       |
|---------------------------------------------------------------------------|---------------|-----------|------------------|-------|
|                                                                           | Director      | 10% Owner | Officer          | Other |
| PATTERSON NEAL L<br>2800 ROCKCREEK PARKWAY<br>NORTH KANSAS CITY, MO 64117 | X             |           | Chairman and CEO |       |

## Signatures

/s/Shane M. Dawson, by Power of Attorney

02/14/2017

\_\_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) This transaction is neither a sale nor a purchase. It represents a transfer between trusts in which the reporting person has indirect ownership and as such is a change in form of beneficial ownership.

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- (2) A portion of the reporting person's beneficial ownership (112,000 shares) has been incorrectly reported as held "by Revocable Trust" and is now reported as held "by Spouse". The total beneficial ownership is not affected by the reclassification.
- (3) Fair market value per share of shares withheld to satisfy the exercise price and tax withholdings of net exercise of options.

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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