

CERNER CORP /MO/
Form 4
June 03, 2011

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 PARKWY
(Street)

NORTH KANSASCITY, 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)
06/01/2011

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 06/01/2011 | | J | 1,438 (1) A \$ 81.9 | 1,438 | D | |
| Common Stock | | | | | 8,529.11 | 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Common Stock (Restricted) | \$ 81.9 | 06/01/2011 | | J | 2,500 (1) | 06/01/2011(2) 06/01/2013 | Common Stock |
| Common Stock (Restricted) | \$ 103.2 | | | | | 06/01/2012 06/01/2014 | Common Stock |
| Non-Quallified Stock Option (right to buy) | \$ 7.5 | | | | | 02/24/2007 02/24/2022 | Common Stock |
| Non-Quallified Stock Option (right to buy) | \$ 11.295 | | | | | 06/12/2008 06/12/2013 | Common Stock |
| Non-Quallified Stock Option (right to buy) | \$ 18.04 | | | | | 09/04/2008 09/04/2013 | Common Stock |
| Non-Quallified Stock Option (right to buy) | \$ 20.99 | | | | | 06/03/2009 06/03/2014 | Common Stock |
| Non-Quallified Stock Option (right to buy) | \$ 31.405 | | | | | 06/03/2010 06/03/2015 | Common Stock |
| Non-Quallified Stock Option (right to buy) | \$ 36.72 | | | | | 03/06/2011 03/06/2019 | Common Stock |
| Non-Quallified Stock Option (right to buy) | \$ 43.51 | | | | | 03/09/2011 03/09/2016 | Common Stock |
| Non-Quallified Stock Option (right to buy) | \$ 53.81 | | | | | 03/09/2012 03/09/2017 | Common Stock |
| Non-Quallified Stock Option (right to buy) | \$ 40.22 | | | | | 03/14/2013 03/14/2018 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TOWNSEND JEFFREY A 2800 ROCKCREEK PARKWY NORTH KANSASCITY, MO 64117 | | | Exec. VP & Chief of Staff | |

Signatures

/s/Tanya Wilson, by Power of Attorney
06/03/2011

__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 and conversion of Performance-Based Restricted Stock grant of 2,500 shares to direct beneficial ownership, net of 1,062 shares withheld for taxes.
- (2) Remaining Performance-Based Restricted Stock grants vest per the following schedule with right to reduce certain shares vesting pursuant to subjective performance criteria: 3,000 on 6/1/2012 19,500 on 6/1/2013

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