

CERNER CORP /MO/
Form 5
February 11, 2013

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

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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)
12/29/2012

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 & CFO

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 | 12/29/2012 | Â | J | Amount (A) or (D) Price \$ 148.91 (1) (2) A 72.94 (1) (2) | 6,802 | I | by 401(k) Plan |
| Common Stock | Â | Â | Â | Â Â Â Â | 30,536 | D | Â |

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 | |
| Common Stock (Restricted) | \$ 0 | Â | Â | Â | Â Â | 06/01/2013 | 06/01/2015 | Common Stock | 5,000 |
| Non-Quallified Stock Option (right to buy) | \$ 3.75 | Â | Â | Â | Â Â | 02/24/2007 | 02/24/2022 | Common Stock | 35,000 |
| Non-Quallified Stock Option (right to buy) | \$ 15.7025 | Â | Â | Â | Â Â | 06/03/2010 | 06/03/2015 | Common Stock | 25,000 |
| Non-Quallified Stock Option (right to buy) | \$ 21.755 | Â | Â | Â | Â Â | 03/09/2011 | 03/09/2016 | Common Stock | 40,000 |
| Non-Quallified Stock Option (right to buy) | \$ 26.905 | Â | Â | Â | Â Â | 03/09/2012 | 03/09/2017 | Common Stock | 40,000 |
| Non-Qualified Stock Option (right to buy) | \$ 20.11 | Â | Â | Â | Â Â | 03/14/2013 | 03/14/2018 | Common Stock | 45,000 |
| Non-Qualified Stock Option (right to buy) | \$ 18.36 | Â | Â | Â | Â Â | 03/06/2011 | 03/06/2019 | Common Stock | 30,000 |
| Non-Qualified Stock Option (right to buy) | \$ 42.6 | Â | Â | Â | Â Â | 03/12/2012 | 03/12/2020 | Common Stock | 30,000 |
| Non-Qualified Stock Option (right to buy) | \$ 51.6 | Â | Â | Â | Â Â | 03/11/2013 | 03/11/2021 | Common Stock | 28,000 |
| Non-Qualified Stock Option (right to buy) | \$ 76.86 | Â | Â | Â | Â Â | 03/09/2014 | 03/09/2022 | Common Stock | 25,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| NAUGHTON MARC G 2800 ROCKCREEK PARKWAY NORTH KANSAS CITY, MO 64117 | Â | Â | Â Exec. VP & CFO | Â |

Signatures

/s/Tyler Wright, by Power of Attorney 02/11/2013

**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) Represents shares purchased through the issuer's 401(k) trust between 1/1/2012 and 12/29/2012, at prices ranging from \$60.99 to \$74.93 per share. Balance is based on plan statement as of 12/29/2012.
 - (2) 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.

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.