SIMS RANDY D Form 4 March 04, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number: January 31,

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SIMS RANDY D Issuer Symbol CERNER CORP /MO/ [CERN] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify _X__ Officer (give title 2800 ROCKCREEK PARKWAY 03/01/2019 below) below) EVP, CLO & Secretary

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

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

NORTH KANSAS CITY, MO 64117

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative S	Securi	ities Acqu	ired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	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)
Common Stock	03/01/2019		M	60,000	A	\$ 9.18	61,601	D	
Common Stock	03/01/2019		F	27,315	D	\$ 55.95 (1)	34,286	D	
Common Stock							1,905	I	by 401(k) Plan
Common Stock							3,611	I	by ASPP account

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

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SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactic Code (Instr. 8)	Secu Acqu or Da (D)	rities uired (A) isposed of r. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amc Underlying Secu (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Ar Nu Sh
Non-Qualified Stock Option (right to buy)	\$ 9.18	03/01/2019		M		60,000	03/06/2011	03/06/2019	Common Stock	6
Non-Qualified Stock Option (right to buy)	\$ 21.3						03/12/2012	03/12/2020	Common Stock	4
Non-Qualified Stock Option (right to buy)	\$ 25.8						03/11/2013	03/11/2021	Common Stock	4
Non-Qualified Stock Option (right to buy)	\$ 38.43						03/09/2014	03/09/2022	Common Stock	4
Non-Qualified Stock Option (right to buy)	\$ 44.615						03/01/2015	03/01/2023	Common Stock	4
Non-Qualified Stock Option (right to buy)	\$ 60.37						03/07/2016	03/07/2024	Common Stock	3
Non-Qualified Stock Option (right to buy)	\$ 70.91						03/12/2017	03/12/2025	Common Stock	3
Non-Qualified Stock Option (right to buy)	\$ 54.01						03/11/2018	03/11/2026	Common Stock	6
Non-Qualified Stock Option (right to buy)	\$ 55.74						03/03/2019	03/03/2027	Common Stock	6

Non-Qualified Stock Option (right to buy)	\$ 62.94	03/02/2020	03/02/2028	Common Stock	4
Non-Quallified Stock Option (right to buy)	\$ 1.6563	03/24/2007	03/24/2022	Common Stock	10
Restricted Stock Units	\$ 0	03/02/2021	03/02/2021	Common Stock	
Restricted Stock Units	\$ 0	09/01/2019	09/01/2019	Common Stock	3

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

SIMS RANDY D 2800 ROCKCREEK PARKWAY NORTH KANSAS CITY, MO 64117

EVP, CLO & Secretary

Signatures

/s/ Shane M. Dawson, by Power of Attorney 03/04/2019

**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).
- (1) 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. 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. ght:18px;font-size:10pt;">

Reporting Owners 3

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In June 2017, the Company amended its Articles of Incorporation to effect the declassification of its Board of Directors as approved by the shareholders at the 2017 Annual Meeting. Pursuant to this amendment, nominees for election at the 2018 Annual Meeting of Shareholders are nominated to serve one-year terms expiring at the next Annual Meeting of Shareholders. Those Directors elected at the 2017 and 2016 Annual Meeting of Shareholders, however, continue to be, and are, divided into classes and will hold office for the three-year terms for which they were elected, expiring at the 2020 and 2019 Annual Meetings, respectively.

Ratification of Independent Registered Public Accounting Firm. The ratification of
PricewaterhouseCoopers LLP as the independent registered public accounting firm of the Company
for the fiscal year ending December 31, 2018 was approved. The shareholders voted 89,160,066 for
and 1,922,763 against ratification, with 68,412 votes abstaining and no broker non-votes.

Advisory Resolution to Approve Executive Compensation. The advisory (non-binding) shareholder resolution on (3) Executive Compensation was approved. The shareholders voted 75,898,589 for and 2,369,534 against the resolution, with 642,421 votes abstaining and 12,240,697 broker non-votes.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SONOCO PRODUCTS COMPANY

Date: April 20, 2018 By:/s/ Barry L. Saunders Barry L. Saunders Senior Vice President and Chief Financial

Officer