

NAUGHTON MARC G
Form 5
January 18, 2019

FORM 5

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

OMB APPROVAL

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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

2. Issuer Name and Ticker or Trading Symbol
CERNER CORP /MO/ [CERN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

2800 ROCKCREEK PARKWAY

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/29/2018

____ 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 Ownership (Instr. 4)
				(A) or (D) Amount	Price \$		
Common Stock	12/29/2018	^	J ⁽¹⁾	86 A	64.6 <u>(1) (2)</u>	14,490 I	by 401(k) Plan
Common Stock	^	^	^	^	^	84,898 D	^
Common Stock	^	^	^	^	^	2,600 I	by Spouse

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

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(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)	Amount or Number of Shares	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 44.615	Â	Â	Â	Â	Â	03/01/2015	03/01/2023	Common Stock	50,
Non-Qualified Stock Option (right to buy)	\$ 60.37	Â	Â	Â	Â	Â	03/07/2016	03/07/2024	Common Stock	44,
Non-Qualified Stock Option (right to buy)	\$ 70.91	Â	Â	Â	Â	Â	03/12/2017	03/12/2025	Common Stock	44,
Non-Qualified Stock Option (right to buy)	\$ 54.01	Â	Â	Â	Â	Â	03/11/2018	03/11/2026	Common Stock	87,
Non-Qualified Stock Option (right to buy)	\$ 55.74	Â	Â	Â	Â	Â	03/03/2019	03/03/2027	Common Stock	87,
Non-Qualified Stock Option (right to buy)	\$ 25.8	Â	Â	Â	Â	Â	03/11/2013	03/11/2021	Common Stock	56,
Non-Qualified Stock Option (right to buy)	\$ 38.43	Â	Â	Â	Â	Â	03/09/2014	03/09/2022	Common Stock	50,
Non-Qualified Stock Option (right to buy)	\$ 62.94	Â	Â	Â	Â	Â	03/02/2020	03/02/2028	Common Stock	73,
Non-Qualified Stock Option (right to buy)	\$ 1.875	Â	Â	Â	Â	Â	02/24/2007	02/24/2022	Common Stock	70,

Restricted Stock Units	\$ 0	^	^	^	^	^	09/01/2019	09/01/2019	Common Stock	41,
Restricted Stock Units	\$ 0	^	^	^	^	^	03/02/2021	03/02/2021	Common Stock	8,7

Reporting Owners

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

Signatures

/s/ Shane M. Dawson, by Power of Attorney
01/18/2019

__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).
Represents shares acquired through routine payroll deduction and participation in the issuer's 401(k) plan between 12/31/2017 and
(1) 12/29/2018, at prices ranging from \$56.86 to \$72.92 per share. Balance is based on plan statement as of 12/29/2018. This transaction qualifies as a non-discretionary transaction from a tax-qualified plan.
(2) Full information regarding the number of shares acquired at each separate price will 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.