

CERNER CORP /MO/  
Form 5  
February 11, 2011

# FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
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)  
**01/01/2011**

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/31/2010	Â	I	(A) or (D) Amount Price 79.84 (1) A 90.06 (1)	3,225.25 (1)	I	by 401(k) Plan
Common Stock	Â	Â	Â	Â Â Â	15,268	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	
Non-Qualified Stock Option (right to buy)	\$ 40.22	Â	Â	Â	Â Â	03/14/2013	03/14/2018	Common Stock	22,
Non-Qualified Stock Option (right to buy)	\$ 36.72	Â	Â	Â	Â Â	03/06/2011	03/06/2019	Common Stock	15,
Non-Qualified Stock Option (right to buy)	\$ 85.2	Â	Â	Â	Â Â	03/12/2012	03/12/2020	Common Stock	15,
Non-Quallified Stock Option (right to buy)	\$ 53.81	Â	Â	Â	Â Â	03/09/2012	03/09/2017	Common Stock	20,
Non-Quallified Stock Option (right to buy)	\$ 43.51	Â	Â	Â	Â Â	03/09/2011	03/09/2016	Common Stock	20,
Non-Quallified Stock Option (right to buy)	\$ 20.99	Â	Â	Â	Â Â	06/03/2009	06/03/2014	Common Stock	4,0
Non-Quallified Stock Option (right to buy)	\$ 23.115	Â	Â	Â	Â Â	04/05/2007	04/05/2012	Common Stock	20,
Non-Quallified Stock Option (right to buy)	\$ 31.405	Â	Â	Â	Â Â	06/03/2010	06/03/2015	Common Stock	25,
Non-Quallified Stock Option (right to buy)	\$ 7.5	Â	Â	Â	Â Â	02/24/2007	02/24/2022	Common Stock	20,

## 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/Crystal Spoor, by Power of Attorney 02/11/2011

\_\_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) Represents shares purchased through the issuer's 401(k) trust between 1/8/2010 and 5/14/2010, at prices ranging from \$76.57 to \$90.06 per share. Balance is based on plan statement as of 12/31/2010.

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.