

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 \*  
**TOWNSEND JEFFREY A**

(Last) (First) (Middle)

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

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

**2800 ROCKCREEK PARKWY**

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**01/01/2011**

6. Individual or Joint/Group Reporting  
(check applicable line)

**NORTH KANSASCITY, MO 64117**

(City) (State) (Zip)

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 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                           | ^  | I                              | (A)<br>Amount 178.64<br>or (D) A<br>Price \$ 90.06<br>(1)         | 8,529.11 (1)   | I  | by 401(k) Plan  |
| Common Stock                    | ^                                    | ^  | ^                              | ^   | 0  | D  | ^   |

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 |   |                            |
| Common Stock (Restricted)                  | \$ 81.9  | Â                                    | Â  | Â                              | Â   | Â   | 06/01/2011   | 06/01/2013      | Common Stock  | 25,                        |
| Non-Qualified Stock Option (right to buy)  | \$ 40.22   | Â                                    | Â  | Â                              | Â   | Â   | 03/14/2013   | 03/14/2018      | Common Stock  | 30,                        |
| Non-Qualified Stock Option (right to buy)  | \$ 36.72   | Â                                    | Â  | Â                              | Â   | Â   | 03/06/2011   | 03/06/2019      | Common Stock  | 27,                        |
| Non-Quallified Stock Option (right to buy) | \$ 7.5   | Â                                    | Â  | Â                              | Â   | Â   | 02/24/2007   | 02/24/2022      | Common Stock  | 4,9                        |
| Non-Quallified Stock Option (right to buy) | \$ 10.5  | Â                                    | Â  | Â                              | Â   | Â   | 07/14/2007   | 07/03/2012      | Common Stock  | 2,0                        |
| Non-Quallified Stock Option (right to buy) | \$ 12  | Â                                    | Â  | Â                              | Â   | Â   | 02/10/2008   | 02/10/2013      | Common Stock  | 11,                        |
| Non-Quallified Stock Option (right to buy) | \$ 9.3438  | Â                                    | Â  | Â                              | Â   | Â   | 06/14/2009   | 06/14/2011      | Common Stock  | 10,                        |
| Non-Quallified Stock Option (right to buy) | \$ 21.645  | Â                                    | Â  | Â                              | Â   | Â   | 06/14/2006   | 06/14/2011      | Common Stock  | 20,                        |
| Non-Quallified Stock Option (right to buy) | \$ 11.295  | Â                                    | Â  | Â                              | Â   | Â   | 06/12/2008   | 06/12/2013      | Common Stock  | 10,                        |
| Non-Quallified Stock Option (right to buy) | \$ 18.04   | Â                                    | Â  | Â                              | Â   | Â   | 09/04/2008   | 09/04/2013      | Common Stock  | 10,                        |
|  | \$ 20.99   | Â                                    | Â  | Â                              | Â   | Â   | 06/03/2009   | 06/03/2014      |   | 24,                        |

|  |           |   |   |   |   |   |            |            |  |                 |     |
|--|-----------|---|---|---|---|---|------------|------------|--|-----------------|-----|
| Non-Quallified<br>Stock Option<br>(right to buy) |           |   |   |   |   |   |            |            |  | Common<br>Stock |     |
| Non-Quallified<br>Stock Option<br>(right to buy) | \$ 31.405 | ^ | ^ | ^ | ^ | ^ | 06/03/2010 | 06/03/2015 |  | Common<br>Stock | 30, |
| Non-Quallified<br>Stock Option<br>(right to buy) | \$ 43.51  | ^ | ^ | ^ | ^ | ^ | 03/09/2011 | 03/09/2016 |  | Common<br>Stock | 25, |
| Non-Quallified<br>Stock Option<br>(right to buy) | \$ 53.81  | ^ | ^ | ^ | ^ | ^ | 03/09/2012 | 03/09/2017 |  | Common<br>Stock | 25, |
| Non-Quallified<br>Stock Option<br>(right to buy) | \$ 23.115 | ^ | ^ | ^ | ^ | ^ | 04/05/2007 | 04/05/2012 |  | Common<br>Stock | 20, |

## Reporting Owners

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

## Signatures

/s/Crystal Spoor, by Power of Attorney  
Date: 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 4/2/2010, at prices ranging from \$76.57 to \$90.06 per share. Balance is based on plan statement as of 12/31/2010.

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