

NAUGHTON MARC G  
Form 4  
December 01, 2017

**FORM 4** 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).

**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

(Print or Type Responses)

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

3. Date of Earliest Transaction (Month/Day/Year)  
11/30/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Exec. VP & CFO

(Street)  
NORTH KANSAS  
CITY, MO 64117

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Stock                    | 11/30/2017                           |  | X                              |   | 60,000 A \$ 21.3  | 146,424 <sup>(1)</sup>                                   | D   |
| Common Stock                    | 11/30/2017                           |  | S                              |   | 60,000 D \$ 70.64 <sup>(2)</sup> <sup>(3)</sup>   | 86,424 <sup>(1)</sup>                                    | D   |
| Common Stock                    |                                      |  |                                |   |   | 14,272   | I by 401(k) Plan                                      |
| 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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SEC 1474  
(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |
| Non-Qualified Stock Option (right to buy)  | \$ 21.3  | 11/30/2017                           |  | X                              | 60,000  | 03/12/2012 03/12/2020                                    | Common Stock  |
| Non-Qualified Stock Option (right to buy)  | \$ 44.615  |                                      |  |                                |   | 03/01/2015 03/01/2023                                    | Common Stock  |
| Non-Qualified Stock Option (right to buy)  | \$ 60.37   |                                      |  |                                |   | 03/07/2016 03/07/2024                                    | Common Stock  |
| Non-Qualified Stock Option (right to buy)  | \$ 70.91   |                                      |  |                                |   | 03/12/2017 03/12/2025                                    | Common Stock  |
| Non-Qualified Stock Option (right to buy)  | \$ 54.01   |                                      |  |                                |   | 03/11/2018 03/11/2026                                    | Common Stock  |
| Non-Qualified Stock Option (right to buy)  | \$ 55.74   |                                      |  |                                |   | 03/03/2019 03/03/2027                                    | Common Stock  |
| Non-Qualified Stock Option (right to buy)  | \$ 25.8  |                                      |  |                                |   | 03/11/2013 03/11/2021                                    | Common Stock  |
| Non-Qualified Stock Option (right to buy)  | \$ 38.43   |                                      |  |                                |   | 03/09/2014 03/09/2022                                    | Common Stock  |
| Non-Quallified Stock Option (right to buy) | \$ 1.875   |                                      |  |                                |   | 02/24/2007 02/24/2022                                    | Common Stock  |

|                           |      |            |            |                 |   |
|---------------------------|------|------------|------------|-----------------|---|
| Restricted<br>Stock Units | \$ 0 | 03/05/2018 | 03/05/2018 | Common<br>Stock | 1 |
| Restricted<br>Stock Units | \$ 0 | 09/01/2019 | 09/01/2019 | Common<br>Stock | 4 |

## Reporting Owners

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

## Signatures

/s/Shane M. Dawson, by Power of Attorney  
12/01/2017

\_\_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) Includes 8,500 shares of restricted common stock.
- (2) Price reflects a weighted-average price for the transaction. Sale of shares took place at actual prices ranging from \$70.50 to \$70.82.
- (3) Full information regarding the number of shares sold 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 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.