

CERNER CORP /MO/  
Form 4  
February 24, 2011

**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 \*  
TOWNSEND JEFFREY A

(Last) (First) (Middle)  
2800 ROCKCREEK PARKWY  
(Street)

NORTH KANSASCITY, MO 64117

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/22/2011

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)	(A) or (D)	5. Amount or Price	6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/22/2011		X	2,000	A	\$ 10.5	2,000	D
Common Stock	02/22/2011		X	10,000	A	\$ 9.3438	12,000	D
Common Stock	02/22/2011		X	11,080	A	\$ 12	23,080	D
Common Stock	02/22/2011		X	20,000	A	\$ 21.645	43,080	D
Common Stock	02/22/2011		X	20,000	A	\$ 23.115	63,080	D

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Common Stock	02/22/2011	S	36,456	D	\$ 98.17 (1) (2)	26,624	D	
Common Stock	02/22/2011	S	26,624	D	\$ 99.18 (2) (3)	0	D	
Common Stock						8,529.11	I	by 401(k) Plan

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of
Non-Quallified Stock Option (right to buy)	\$ 10.5	02/22/2011		X	2,000	07/14/2007 07/03/2012	Common Stock	2	
Non-Quallified Stock Option (right to buy)	\$ 12	02/22/2011		X	11,080	02/10/2008 02/10/2013	Common Stock	1	
Non-Quallified Stock Option (right to buy)	\$ 9.3438	02/22/2011		X	10,000	06/14/2009 06/14/2011	Common Stock	10	
Non-Quallified Stock Option (right to buy)	\$ 21.645	02/22/2011		X	20,000	06/14/2006 06/14/2011	Common Stock	20	
Non-Quallified Stock Option (right to buy)	\$ 23.115	02/22/2011		X	20,000	04/05/2007 04/05/2012	Common Stock	20	
Common Stock (Restricted)	\$ 81.9					06/01/2011 06/01/2013	Common Stock	25	
Non-Qualified Stock Option	\$ 40.22					03/14/2013 03/14/2018	Common Stock		

(right to buy)					
Non-Qualified Stock Option (right to buy)	\$ 36.72		03/06/2011	03/06/2019	Common Stock 2
Non-Quallified Stock Option (right to buy)	\$ 7.5		02/24/2007	02/24/2022	Common Stock 4
Non-Quallified Stock Option (right to buy)	\$ 18.04		09/04/2008	09/04/2013	Common Stock 10
Non-Quallified Stock Option (right to buy)	\$ 11.295		06/12/2008	06/12/2013	Common Stock 10
Non-Quallified Stock Option (right to buy)	\$ 20.99		06/03/2009	06/03/2014	Common Stock 24
Non-Quallified Stock Option (right to buy)	\$ 31.405		06/03/2010	06/03/2015	Common Stock 30
Non-Quallified Stock Option (right to buy)	\$ 43.51		03/09/2011	03/09/2016	Common Stock 23
Non-Quallified Stock Option (right to buy)	\$ 53.81		03/09/2012	03/09/2017	Common Stock 23

## Reporting Owners

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

## Signatures

/s/Crystal Spoor, by Power of Attorney 02/24/2011

\*\*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) Price reflects a weighted-average price for the transaction. Sale of shares took place at actual prices ranging from \$98.00 to \$99.00
- (2)

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Full information regarding the number of shares purchased or sold at each separate price shall be provided upon request by the Commission staff, Cerner Corporation, or a Cerner shareholder.

(3) Price reflects a weighted-average price for the transaction. Sale of shares took place at actual prices ranging from \$99.01 to \$99.75.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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