

Nill Michael  
 Form 5  
 February 11, 2011

# 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 \*  
**Nill Michael**  
 (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)

**2800 ROCKCREEK PKWY**  
 (Street)

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

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Exec VP & Chief Engineering Of

**NORTH KANSAS CITY, MO 64117**  
 (City) (State) (Zip)

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

6. Individual or Joint/Group Reporting (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)	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	87.34 (1)	\$ 90.06 (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	25,000
Non-Qualified Stock Option	\$ 46.32	Â	Â	Â	Â	Â	04/25/2010	04/25/2018	Common Stock	25,000
Non-Qualified Stock Option	\$ 23.115	Â	Â	Â	Â	Â	04/05/2004	04/05/2012	Common Stock	6,000
Non-Qualified Stock Option	\$ 7.5938	Â	Â	Â	Â	Â	11/05/2000	11/05/2011	Common Stock	20,000
Non-Qualified Stock Option (right to buy)	\$ 7	Â	Â	Â	Â	Â	11/08/1997	11/08/2021	Common Stock	1,300
Non-Qualified Stock Option (right to buy)	\$ 14	Â	Â	Â	Â	Â	11/01/1998	11/01/2022	Common Stock	78,000
Non-Qualified Stock Option (right to buy)	\$ 11.295	Â	Â	Â	Â	Â	06/12/2005	06/12/2013	Common Stock	2,400
Non-Qualified Stock Option (right to buy)	\$ 20.99	Â	Â	Â	Â	Â	06/03/2006	06/03/2014	Common Stock	15,000
Non-Qualified Stock Option (right to buy)	\$ 31.405	Â	Â	Â	Â	Â	06/03/2007	06/03/2015	Common Stock	25,000
Non-Qualified Stock Option (right to buy)	\$ 40.84	Â	Â	Â	Â	Â	04/25/2008	04/25/2016	Common Stock	20,000
Non-Qualified Stock Option (right to buy)	\$ 54.61	Â	Â	Â	Â	Â	04/24/2009	04/24/2017	Common Stock	25,000

Non-Qualified Stock Option (right to buy)	\$ 36.72	Â	Â	Â	Â	Â	03/06/2011	03/06/2019	Common Stock	27,5
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nill Michael 2800 ROCKCREEK PKWY NORTH KANSAS CITY, MO 64117	Â	Â	Â Exec VP & Chief Engineering Of	Â

## Signatures

/s/Crystal Spoor, by Power of Attorney	02/11/2011
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\*\*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.

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.