

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**

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

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) Amount 178.64 (1)	\$ 90.06 (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)	8. Amount or Number of Shares
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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 Stock Option (right to buy)										Common Stock	
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	25,
Non-Quallified Stock Option (right to buy)	\$ 53.81	^	^	^	^	^	03/09/2012	03/09/2017		Common Stock	25,
Non-Quallified Stock Option (right to buy)	\$ 23.115	^	^	^	^	^	04/05/2007	04/05/2012		Common Stock	20,

## 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 02/11/2011

\_\_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.

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.