

CERNER CORP /MO/
Form 5
January 13, 2017

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 *
Nil Michael

(Last) (First) (Middle)

2800 ROCKCREEK PARKWAY

(Street)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2016

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 & COO

6. Individual or Joint/Group Reporting

(check applicable line)

**NORTH KANSAS
CITY, MO 64117**

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) Amount Price \$ | | | |
| Common Stock | 12/31/2016 | ^ | J ⁽¹⁾ | 138 A 54.2 | 12,542 | I | by 401(k) Plan |
| Common Stock | ^ | ^ | ^ | ^ ^ ^ ^ | 149,466 ⁽³⁾ | 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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|------------|-------------------------------------------------------------|
| | | | | | | (A) | (D) | |
| Non-Qualified Stock Option (right to buy) | \$ 54.01 | Â | Â | Â | Â | 03/11/2018 | 03/11/2026 | Common Stock 140 |
| Non-Qualified Stock Option (right to buy) | \$ 70.91 | Â | Â | Â | Â | 03/12/2017 | 03/12/2025 | Common Stock 73, |
| Non-Qualified Stock Option (right to buy) | \$ 60.37 | Â | Â | Â | Â | 03/07/2016 | 03/07/2024 | Common Stock 73, |
| Non-Qualified Stock Option (right to buy) | \$ 44.615 | Â | Â | Â | Â | 03/01/2015 | 03/01/2023 | Common Stock 80, |
| Non-Qualified Stock Option (right to buy) | \$ 38.43 | Â | Â | Â | Â | 03/09/2014 | 03/09/2022 | Common Stock 80, |
| Non-Qualified Stock Option (right to buy) | \$ 9.18 | Â | Â | Â | Â | 03/06/2011 | 03/06/2019 | Common Stock 110 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Nill Michael 2800 ROCKCREEK PARKWAY NORTH KANSAS CITY, MO 64117 | Â | Â | Â Exec VP & COO | Â |

Signatures

/s/Shane M. Dawson, by Power of Attorney 01/13/2017

**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).
Represents shares acquired through routine payroll deduction and participation in the issuer's 401(k) plan between 01/03/2016 and
(1) 12/31/2016, at prices ranging from \$50.88 to \$57.41 per share. Balance is based on plan statement as of 12/31/2016. This transaction qualifies as a nondiscretionary transaction from a tax-qualified plan.
- (2) Full information regarding the number of shares purchased at each separate price will be provided upon request by the Commission staff, Cerner Corporation, or a Cerner shareholder.
- (3) Includes 32,400 shares of restricted common stock.

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