

TOWNSEND JEFFREY A
 Form 4
 June 05, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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 PARKWAY
 (Street)

NORTH KANSAS
 CITY, 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)
 06/01/2018

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) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount or (D) Price | | | |
| Common Stock | 06/01/2018 | | F | 8,145 (1) \$ 59.73 | 136,711 | D | |
| Common Stock | | | | | 37,278 | 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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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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Non-Qualified Stock Option (right to buy) | \$ 55.74 | | | | | 03/03/2019 | 03/03/2027 | Common Stock | 140,000 |
| Non-Qualified Stock Option (right to buy) | \$ 54.01 | | | | | 03/11/2018 | 03/11/2026 | Common Stock | 140,000 |
| Non-Qualified Stock Option (right to buy) | \$ 70.91 | | | | | 03/12/2017 | 03/12/2025 | Common Stock | 73,000 |
| Non-Qualified Stock Option (right to buy) | \$ 60.37 | | | | | 03/07/2016 | 03/07/2024 | Common Stock | 73,000 |
| Non-Qualified Stock Option (right to buy) | \$ 44.615 | | | | | 03/01/2015 | 03/01/2023 | Common Stock | 80,000 |
| Non-Qualified Stock Option (right to buy) | \$ 38.43 | | | | | 03/09/2014 | 03/09/2022 | Common Stock | 80,000 |
| Non-Qualified Stock Option (right to buy) | \$ 62.94 | | | | | 03/02/2020 | 03/02/2028 | Common Stock | 97,600 |
| Restricted Stock Units | \$ 0 | | | | | 09/01/2019 | 09/01/2019 | Common Stock | 70,400 |
| Restricted Stock Units | \$ 0 | | | | | 03/02/2021 | 03/02/2021 | Common Stock | 11,680 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TOWNSEND JEFFREY A
2800 ROCKCREEK PARKWAY
NORTH KANSAS CITY, MO 64117

Exec. VP & Chief of Staff

Signatures

/s/ Shane M. Dawson, by Power of
Attorney

06/05/2018

__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) Shares of common stock withheld to satisfy the tax withholdings for the vesting of 18,000 shares of restricted common stock.

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