

NAUGHTON MARC G

Form 4

December 01, 2017

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
NAUGHTON MARC G

(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)  
11/30/2017

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Exec. VP &amp; CFO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 11/30/2017                              |                                                             | X                                       | 60,000 A                                                            | \$ 21.3 146,424 <sup>(1)</sup>                                                                                     | D                                                                       |                                                                   |
| Common<br>Stock                       | 11/30/2017                              |                                                             | S                                       | 60,000 D                                                            | \$ 70.64 86,424 <sup>(1)</sup><br><sup>(2) (3)</sup>                                                               | D                                                                       |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                     | 14,272                                                                                                             | I                                                                       | by 401(k)<br>Plan                                                 |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                     | 2,600                                                                                                              | I                                                                       | by Spouse                                                         |

# Edgar Filing: NAUGHTON MARC G - Form 4

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                                        |
|--------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|----------------------------------------------------------------|----------------------------------------|
|                                                  |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                          | Amount<br>or<br>Number<br>of<br>Shares |
| Non-Qualified<br>Stock Option<br>(right to buy)  | \$ 21.3                                                            | 11/30/2017                              |                                                             | X                                    | 60,000                                                                                                       | 03/12/2012                                                     | 03/12/2020         | Common<br>Stock                                                | 60,000                                 |
| Non-Qualified<br>Stock Option<br>(right to buy)  | \$ 44.615                                                          |                                         |                                                             |                                      |                                                                                                              | 03/01/2015                                                     | 03/01/2023         | Common<br>Stock                                                | 50,000                                 |
| Non-Qualified<br>Stock Option<br>(right to buy)  | \$ 60.37                                                           |                                         |                                                             |                                      |                                                                                                              | 03/07/2016                                                     | 03/07/2024         | Common<br>Stock                                                | 40,000                                 |
| Non-Qualified<br>Stock Option<br>(right to buy)  | \$ 70.91                                                           |                                         |                                                             |                                      |                                                                                                              | 03/12/2017                                                     | 03/12/2025         | Common<br>Stock                                                | 40,000                                 |
| Non-Qualified<br>Stock Option<br>(right to buy)  | \$ 54.01                                                           |                                         |                                                             |                                      |                                                                                                              | 03/11/2018                                                     | 03/11/2026         | Common<br>Stock                                                | 80,000                                 |
| Non-Qualified<br>Stock Option<br>(right to buy)  | \$ 55.74                                                           |                                         |                                                             |                                      |                                                                                                              | 03/03/2019                                                     | 03/03/2027         | Common<br>Stock                                                | 80,000                                 |
| Non-Qualified<br>Stock Option<br>(right to buy)  | \$ 25.8                                                            |                                         |                                                             |                                      |                                                                                                              | 03/11/2013                                                     | 03/11/2021         | Common<br>Stock                                                | 50,000                                 |
| Non-Qualified<br>Stock Option<br>(right to buy)  | \$ 38.43                                                           |                                         |                                                             |                                      |                                                                                                              | 03/09/2014                                                     | 03/09/2022         | Common<br>Stock                                                | 50,000                                 |
| Non-Quallified<br>Stock Option<br>(right to buy) | \$ 1.875                                                           |                                         |                                                             |                                      |                                                                                                              | 02/24/2007                                                     | 02/24/2022         | Common<br>Stock                                                | 70,000                                 |

|                           |      |            |            |                 |   |
|---------------------------|------|------------|------------|-----------------|---|
| Restricted<br>Stock Units | \$ 0 | 03/05/2018 | 03/05/2018 | Common<br>Stock | 1 |
| Restricted<br>Stock Units | \$ 0 | 09/01/2019 | 09/01/2019 | Common<br>Stock | 4 |

## Reporting Owners

| Reporting Owner Name / Address                                           | Relationships |           |                |       |
|--------------------------------------------------------------------------|---------------|-----------|----------------|-------|
|                                                                          | Director      | 10% Owner | Officer        | Other |
| NAUGHTON MARC G<br>2800 ROCKCREEK PARKWAY<br>NORTH KANSAS CITY, MO 64117 |               |           | Exec. VP & CFO |       |

## Signatures

/s/Shane M. Dawson, by Power of Attorney 12/01/2017

\_\_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).

- (1) Includes 8,500 shares of restricted common stock.
- (2) Price reflects a weighted-average price for the transaction. Sale of shares took place at actual prices ranging from \$70.50 to \$70.82.
- (3) Full information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, Cerner Corporation, or a Cerner shareholder.

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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