

Nill Michael
Form 4
June 03, 2011

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 *
Nill Michael

(Last) (First) (Middle)

2800 ROCKCREEK PKWY

(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)
06/01/2011

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 below) ___ Other (specify below)
Exec VP & COO

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 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)
Common Stock	06/01/2011		J	(A) or (D) A	1,438 \$ 81.9	D	
Common Stock					2,789.239	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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(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 Underlying Securities (Instr. 3 and 4)
Common Stock (Restricted)	\$ 81.9	06/01/2011		J	2,500 <u>(1)</u>	06/01/2011 ⁽²⁾ 06/01/2013	Common Stock	2
Common Stock (Restricted)	\$ 103.2					06/01/2012 06/01/2014	Common Stock	2
Non-Qualified Stock Option (right to buy)	\$ 7					11/08/1997 11/08/2021	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 14					11/01/1998 11/01/2022	Common Stock	2
Non-Qualified Stock Option (right to buy)	\$ 31.405					06/03/2007 06/03/2015	Common Stock	2
Non-Qualified Stock Option (right to buy)	\$ 40.84					04/25/2008 04/25/2016	Common Stock	2
Non-Qualified Stock Option (right to buy)	\$ 54.61					04/24/2009 04/24/2017	Common Stock	2
Non-Qualified Stock Option	\$ 46.32					04/25/2010 04/25/2018	Common Stock	2
Non-Qualified Stock Option (right to buy)	\$ 36.72					03/06/2011 03/06/2019	Common Stock	2

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Nill Michael
2800 ROCKCREEK PKWY
NORTH KANSAS CITY, MO 64117

Exec
VP &
COO

Signatures

/s/Tanya Wilson, by Power of
Attorney

06/03/2011

__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) Vesting and conversion of Performance-Based Restricted Stock grant of 2,500 shares to direct beneficial ownership, net of 1,062 shares withheld for taxes.
- (2) Remaining Performance-Based Restricted Stock grants vest per the following schedule with right to reduce certain shares vesting pursuant to subjective performance criteria: 3,000 on 6/1/2012 19,500 on 6/1/2013

Note: File three copies of this Form, one of which must be manually signed. If space 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.