

Nill Michael
 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 *
 Nill Michael
 (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)

2800 ROCKCREEK PKWY
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 01/01/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
 Exec VP & Chief Engineering Of

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

6. Individual or Joint/Group Reporting (check applicable line)

NORTH KANSAS
 CITY, 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) | Amount (A) or (D) | Price | 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) | 87.34 <u>(1)</u> | \$ 90.06 <u>(1)</u> | 2,789.239 <u>(1)</u> | 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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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | |
| Common Stock (Restricted) | \$ 81.9 | Â | Â | Â | Â | Â | 06/01/2011 | 06/01/2013 | Common Stock | 25,000 |
| Non-Qualified Stock Option | \$ 46.32 | Â | Â | Â | Â | Â | 04/25/2010 | 04/25/2018 | Common Stock | 25,000 |
| Non-Qualified Stock Option | \$ 23.115 | Â | Â | Â | Â | Â | 04/05/2004 | 04/05/2012 | Common Stock | 6,000 |
| Non-Qualified Stock Option | \$ 7.5938 | Â | Â | Â | Â | Â | 11/05/2000 | 11/05/2011 | Common Stock | 20,000 |
| Non-Qualified Stock Option (right to buy) | \$ 7 | Â | Â | Â | Â | Â | 11/08/1997 | 11/08/2021 | Common Stock | 1,300 |
| Non-Qualified Stock Option (right to buy) | \$ 14 | Â | Â | Â | Â | Â | 11/01/1998 | 11/01/2022 | Common Stock | 78,000 |
| Non-Qualified Stock Option (right to buy) | \$ 11.295 | Â | Â | Â | Â | Â | 06/12/2005 | 06/12/2013 | Common Stock | 2,400 |
| Non-Qualified Stock Option (right to buy) | \$ 20.99 | Â | Â | Â | Â | Â | 06/03/2006 | 06/03/2014 | Common Stock | 15,000 |
| Non-Qualified Stock Option (right to buy) | \$ 31.405 | Â | Â | Â | Â | Â | 06/03/2007 | 06/03/2015 | Common Stock | 25,000 |
| Non-Qualified Stock Option (right to buy) | \$ 40.84 | Â | Â | Â | Â | Â | 04/25/2008 | 04/25/2016 | Common Stock | 20,000 |
| Non-Qualified Stock Option (right to buy) | \$ 54.61 | Â | Â | Â | Â | Â | 04/24/2009 | 04/24/2017 | Common Stock | 25,000 |

Non-Qualified Stock Option (right to buy) \$ 36.72 03/06/2011 03/06/2019 Common Stock 27,5

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Nill Michael 2800 ROCKCREEK PKWY NORTH KANSAS CITY, MO 64117 | | | Exec VP & Chief Engineering Of | |

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.