

TOWNSEND JEFFREY A
 Form 4
 April 30, 2019

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)
 04/29/2019

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 Innovation

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 136,711 | D | |
| Common Stock | | | | | 37,552 | 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|-----------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Am Nu Sha |
| Restricted Stock Units | \$ 0 | 04/29/2019 | | A | 27,773 (1) | 04/29/2020 | 04/29/2022 | Common Stock | 27 |
| Non-Qualified Stock Option (right to buy) | \$ 44.615 | | | | | 03/01/2015 | 03/01/2023 | Common Stock | 80 |
| Non-Qualified Stock Option (right to buy) | \$ 60.37 | | | | | 03/07/2016 | 03/07/2024 | Common Stock | 73 |
| Non-Qualified Stock Option (right to buy) | \$ 70.91 | | | | | 03/12/2017 | 03/12/2025 | Common Stock | 73 |
| Non-Qualified Stock Option (right to buy) | \$ 54.01 | | | | | 03/11/2018 | 03/11/2026 | Common Stock | 14 |
| Non-Qualified Stock Option (right to buy) | \$ 55.74 | | | | | 03/03/2019 | 03/03/2027 | Common Stock | 14 |
| Non-Qualified Stock Option (right to buy) | \$ 38.43 | | | | | 03/09/2014 | 03/09/2022 | Common Stock | 80 |
| Non-Qualified Stock Option (right to buy) | \$ 62.94 | | | | | 03/02/2020 | 03/02/2028 | Common Stock | 97 |
| Restricted Stock Units | \$ 0 | | | | | 09/01/2019 | 09/01/2019 | Common Stock | 70 |
| Restricted Stock Units | \$ 0 | | | | | 03/02/2021 | 03/02/2021 | Common Stock | 1 |

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 Innovation

Signatures

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

04/30/2019

__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).

Each restricted stock unit represents a contingent right to receive one share of Cerner Corporation common stock. The restricted stock

(1) units are eligible for vesting, per the following schedule: 9,257 on 04/29/2020, 9,258 on 04/29/2021 and 9,258 on 04/29/2022, subject to continued employment through the respective vesting dates.

(2) This transaction represents a grant of restricted stock units to the reporting person by the issuer. Therefore, no consideration other than the value of services rendered was paid for the security.

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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