

Nill Michael  
 Form 5  
 February 10, 2012

**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

2. Issuer Name and Ticker or Trading Symbol  
 CERNER CORP /MO/ [CERN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Exec VP & COO

(Last) (First) (Middle)  
 2800 ROCKCREEK PKWY  
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2011

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

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

NORTH KANSAS  
 CITY, MO 64117

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

**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 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)
				(A) or (D) Amount Price			
Common Stock	12/31/2011	^	J	206,388 (1) A \$ 50.79 (1)	5,784.866	I	by 401(k) Plan
Common Stock	^	^	^	^ ^ ^ ^	2,876	D	^

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

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SEC 2270 (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)		
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock (Restricted)	\$ 40.95	Â	Â	Â	Â	Â	06/01/2011	06/01/2013	Common Stock	45,000
Common Stock (Restricted)	\$ 51.6	Â	Â	Â	Â	Â	06/01/2012	06/01/2014	Common Stock	40,000
Non-Qualified Stock Option (right to buy)	\$ 23.16	Â	Â	Â	Â	Â	04/25/2010	04/25/2018	Common Stock	50,000
Non-Qualified Stock Option (right to buy)	\$ 18.36	Â	Â	Â	Â	Â	03/06/2011	03/06/2019	Common Stock	55,000
Non-Qualified Stock Option (right to buy)	\$ 3.5	Â	Â	Â	Â	Â	11/08/1997	11/08/2021	Common Stock	2,600
Non-Qualified Stock Option (right to buy)	\$ 7	Â	Â	Â	Â	Â	11/01/1998	11/01/2022	Common Stock	1,500
Non-Qualified Stock Option (right to buy)	\$ 15.7025	Â	Â	Â	Â	Â	06/03/2007	06/03/2015	Common Stock	50,000
Non-Qualified Stock Option (right to buy)	\$ 20.42	Â	Â	Â	Â	Â	04/25/2008	04/25/2016	Common Stock	40,000
Non-Qualified Stock Option (right to buy)	\$ 27.305	Â	Â	Â	Â	Â	04/24/2009	04/24/2017	Common Stock	50,000

# 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/Tyler Wright, by Power of Attorney	02/10/2012
**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).  
 Represents shares purchased through the issuer's 401(k) trust between 1/2/2011 and 12/31/2011, at prices ranging from \$47.40 to \$54.63 per share. Balance is based on plan statement as of 12/31/2011. Full information regarding the number of shares purchased or sold at each separate price shall be provided upon request by the Commission staff, Cerner Corporation, or a Cerner shareholder.

## Remarks:

All beneficial ownership amounts have been adjusted for the 2-for-1 stock split announced by the C

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