

COGNIZANT TECHNOLOGY SOLUTIONS CORP
 Form 4
 October 23, 2013

FORM 4

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).

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 *
 Thiruvengadam Sridhar

2. Issuer Name and Ticker or Trading Symbol
 COGNIZANT TECHNOLOGY SOLUTIONS CORP [CTSH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Chief Operating Officer

C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP., 500 FRANK W. BURR BLVD

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

(Street)

TEANECK, NJ 07666

(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 Following Reported Transaction(s) (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) | Price | | |
| Class A Common Stock | 10/21/2013 | | M | 20,000 A | \$ 21.75 | 42,328 | D |
| Class A Common Stock | 10/21/2013 | | M | 12,200 A | \$ 39.55 | 54,528 | D |
| Class A Common Stock | 10/21/2013 | | M | 10,000 A | \$ 11.44 | 64,528 | D |

| | | | | | | | |
|----------------------------|------------|---|--------|-----------------|---------------|--------|---|
| Class A Common Stock | 10/21/2013 | S | 42,200 | <u>D</u> (1) | \$ 86.5086 | 22,328 | D |
|----------------------------|------------|---|--------|-----------------|---------------|--------|---|

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

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(9-02)

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 Securities (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Class A Common Stock Option (Right to Buy) ⁽³⁾ | \$ 21.75 | 10/21/2013 | | M | 20,000 | 05/17/2006 05/16/2015 | Class A Common Stock 20,000 |
| Class A Common Stock Option (Right to Buy) ⁽⁴⁾ | \$ 39.55 | 10/21/2013 | | M | 12,200 | 06/14/2008 06/13/2017 | Class A Common Stock 12,200 |
| Class A Common Stock Option (Right to Buy) ⁽⁵⁾ | \$ 11.44 | 10/21/2013 | | M | 10,000 | 03/04/2005 03/03/2014 | Class A Common Stock 10,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Thiruvengadam Sridhar
C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP.
500 FRANK W. BURR BLVD
TEANECK, NJ 07666

Chief Operating Officer

Signatures

/s/ Steven Schwartz, on behalf of Sridhar Thiruvengadam, by Power of Attorney

10/23/2013

__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) Such shares were sold pursuant to a Rule 10b5-1 Sales Plan.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$85.995 to \$86.98. The reporting person undertakes to provide to Cognizant Technology Solutions Corporation, any security holder of Cognizant Technology Solutions Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.

(3) Such options were granted on May 17, 2005 pursuant to the Company's Amended and Restated 1999 Incentive Compensation Plan. Such options were fully vested on May 17, 2009. The Date Exercisable above reflects the first anniversary date of such options.

(4) Such options were granted on June 14, 2007 pursuant to the Company's Amended and Restated 1999 Incentive Compensation Plan. Such options were fully vested on June 14, 2011. The Date Exercisable above reflects the first anniversary date of such options.

(5) Such options were granted on March 4, 2004 pursuant to the Company's Amended and Restated 1999 Incentive Compensation Plan. Such options were fully vested on March 4, 2008. The Date Exercisable above reflects the first anniversary date of such options.

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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