Mehta Rajeev Form 4 June 11, 2010

### FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

3235-0287 Number:

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Mehta Rajeev

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

COGNIZANT TECHNOLOGY SOLUTIONS CORP [CTSH]

(Check all applicable)

COO, Global Client Services

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

06/09/2010

Director 10% Owner X\_ Officer (give title Other (specify below)

C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP., 500 FRANK

(Street)

(State)

06/09/2010

(Zip)

W. BURR BLVD

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

D

Applicable Line)

Filed(Month/Day/Year) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

TEANECK, NJ 07666

(City)

Common

Stock

						-			· ·
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securi			5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	(Wolldin Day Tear)	<i>'</i>	Code	(Instr. 3,		` ′	Beneficially	(D) or	Beneficial
(Illsu. 5)		any		(msu. 5,	4 and	3)	•	` '	
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
							Reported		
					(A)		Transaction(s)		
					or		(Instr. 3 and 4)		
			Code V	Amount	(D)	Price	(IIIsti. 5 and 4)		
Class A									
Ξ.	0.6.10.0.10.01.0		3.6	6,250		Φ.0	40.006	<b>T</b>	
Common	06/09/2010		M	(1)	A	\$ 0	48,836	D	
Stock									
Class A									
0140011				2 169		S			

(2)

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

F

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

46,667

49.82

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# displays a currently valid OMB control

#### 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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	ŕ	Date Exercisable	Expiration Date	Title	Amo or Num of Shar
Restricted Stock Units	\$ 0 (3)	06/09/2010		M	6,250	06/09/2010(4)	06/09/2010(4)	Class A Common Stock	6,2

## **Reporting Owners**

Reporting Owner Name / Address			reactionships	
	Director	10% Owner	Officer	Other

Mehta Rajeev C/O COGNIZANT TECHNOLOGY SOLUTIONS

CORP.

500 FRANK W. BURR BLVD TEANECK, NJ 07666

**Signatures** 

/s/ Steven Schwartz on behalf of Rajeev Mehta, by Power of Attorney

\*\*Signature of Reporting Person

06/11/2010

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).
- Shares of the Company's Class A Common Stock received from the vesting of 1/12 of the restricted stock unit award granted on December 9, 2008.
- Represents the portion of shares of Class A Common Stock that the Company determined to settle in cash to pay applicable tax **(2)** withholding.
- (3) Each restricted stock unit represents a contingent right to receive one share of the Company's Class A Common Stock.
- The restricted stock units were granted under the Company's Amended and Restated 1999 Incentive Compensation Plan, as amended, on (4) December 9, 2008 and vest in quarterly installments over three years, with 1/12 of the restricted stock units vesting on each quarterly vesting date so that the restricted stock units will be fully vested on the twelfth quarterly vesting date, December 9, 2011.

Reporting Owners 2

Dalationchine

Officer

COO, Global Client

Services

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