NARAYANAN LAKSHMI

Form 4

January 06, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * NARAYANAN LAKSHMI

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

COGNIZANT TECHNOLOGY SOLUTIONS CORP [CTSH]

(Check all applicable)

Vice Chairman

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Zip)

(Month/Day/Year) 01/05/2011

_X__ Director 10% Owner X_ Officer (give title Other (specify below)

C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP., 500 FRANK

(Street)

(State)

W. BURR BLVD

(City)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

TEANECK, NJ 07666

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

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

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displays a currently valid OMB control number.

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. Transacti Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		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) (2)	\$ 2.37	01/05/2011		M		7,640	03/29/2002	03/29/2011	Class A Common Stock	7,640				

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting of their runner runners	Director	10% Owner	Officer	Other		
NARAYANAN LAKSHMI C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 FRANK W. BURR BLVD TEANECK, NJ 07666	X		Vice Chairman			

Signatures

/s/ Steven Schwartz, on behalf of Lakshmi Narayanan, by power of attorney 01/06/2011

**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) Such shares were sold pursuant to a Rule 10b5-1 Sales Plan.
- Such options were granted on March 29, 2001 pursuant to the Company's Amended and Restated 1999 Incentive Compensation Plan.
- (2) Such options vested as follows: 20% on March 29, 2002, 20% on March 29, 2003, 30% on March 29, 2004, and 30% on March 29, 2005. The date exercisable above reflects the first anniversary of such option grant.
- (3) Excludes previously granted options for an aggregate of 1,350,000 shares of Class A Common Stock, which have different exercise prices and vesting dates.

Reporting Owners 2

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