Schwartz Steven Form 4 June 01, 2012

## FORM 4

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

OMB APPROVAL

OMB

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \*\*
Schwartz Steven

2. Issuer Name **and** Ticker or Trading Symbol

Issuer

COGNIZANT TECHNOLOGY

(Check all applicable)

SOLUTIONS CORP [CTSH]

(Middle)

(Zin)

3. Date of Earliest Transaction (Month/Day/Year) 05/30/2012

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

Sr VP, General Counsel & Secr.

5. Relationship of Reporting Person(s) to

C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP., 500 FRANK

(Street)

(First)

W. BURR BLVD

(Last)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person \_\_\_ Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

TEANECK, NJ 07666

(City)	(State) (	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. Transactic Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	spose 4 and (A) or	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Class A Common Stock	05/30/2012		M	480 (1)	, í	\$ 0	20,718	D		
Class A Common Stock	05/30/2012		F	160 (2)	D	\$ 58.86	20,558	D		
Class A Common Stock	05/30/2012		M	5,411 (3)	A	\$ 0	25,969	D		

#### Edgar Filing: Schwartz Steven - Form 4

Class A Common

05/30/2012

F 1,797

1,797 D \$ 24,172

D

Sr VP, General Counsel &

Secr.

Stock

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

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SEC 1474

(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. Transactic Code (Instr. 8)	5. Number action Derivative Securities 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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Shar
Restricted Stock Units	\$ 0 (4)	05/30/2012		M		480	05/30/2012(5)	05/30/2012(5)	Class A Common Stock	48
Restricted Stock Units	\$ 0 (4)	05/30/2012		M		5,411	05/30/2012(7)	05/30/2012(7)	Class A Common Stock	5,4

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Schwartz Steven

C/O COGNIZANT TECHNOLOGY SOLUTIONS

CORP.

500 FRANK W. BURR BLVD

TEANECK, NJ 07666

**Signatures** 

/s/ Steven Schwartz 06/01/2012

\*\*Signature of Date
Reporting Person

Reporting Owners 2

### **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) Shares of the Company's Class A Common Stock received from the vesting of 1/12 of the restricted stock unit award granted on November 30, 2010.
- (2) Represents the portion of shares of Class A Common Stock that the Company determined to settle in cash to pay applicable tax withholding.
- Represents the number of shares of Class A Common Stock received from the vesting of 1/3 of the vested performance-based restricted (3) stock units previously granted to the reporting person under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan on November 30, 2010.
- (4) 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 on November 30, 2010 under the Cognizant Technology Solutions Corporation 2009 Incentive
- (5) Compensation Plan, and vest in quarterly installments over three years, with 1/12th 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, November 30, 2013.
- (6) Excludes previously granted restricted stock units for an aggregate of 30,363 shares of Class A Common Stock, which have different vesting schedules.
  - The performance-based restricted stock units were granted on November 30, 2010 under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan. In accordance with the performance-based restricted stock unit award, 1/3 of the vested performance-based restricted stock units were issuable on the eighteen-month anniversary of the date of grant of such performance-based
- (7) restricted stock units, provided the reporting person remained in the Company's service through such anniversary date. The remaining 2/3 of the vested performance-based restricted stock units shall be issued on the thirty-six month anniversary of the date of grant of such performance-based restricted stock units, provided that the reporting person remains in the Company's service through such anniversary date.
- (8) Excludes previously granted restricted stock units for an aggregate of 22,415 shares of Class A Common Stock, which have different vesting schedules.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.