### Edgar Filing: COGNIZANT TECHNOLOGY SOLUTIONS CORP - Form 4

### COGNIZANT TECHNOLOGY SOLUTIONS CORP

Form 4

September 05, 2013

FORM	<b>Λ</b> Λ						OMB AF	PROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington D.C. 20549								3235-0287		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  Washington, D.C. 20549  Number:  STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES  SECURITIES  SECURITIES  Expires:  SEXPIRES:  SEXPIRES:										
(Print or Type	Responses)									
1. Name and A	Symbol COGNIZANT T	2. Issuer Name <b>and</b> Ticker or Trading mbol OGNIZANT TECHNOLOGY OLUTIONS CORP [CTSH]				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
	(First) (Middle)  NIZANT TECHNOLOG  NS CORP., 500 FRANK  BLVD	(Month/Day/Year) Y 09/03/2013	and the control of th				X Director 10% Owner X Officer (give title Other (specify below)			
TEANECK	(Street)	4. If Amendment, D Filed(Month/Day/Yea	_	I		6. Individual or Jo Applicable Line) _X_ Form filed by C Form filed by M Person	One Reporting Pe	rson		
(City)	(State) (Zip)	Table I - Non-l	Derivative	Securit	ies Acqu	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	any	tion Date, if Transacti Code th/Day/Year) (Instr. 8)	4. Securit or(A) or Di (Instr. 3,	sposed (4 and 5)  (A) or	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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Class A Common Stock	09/03/2013	Code V	Amount 4,178 (1)	(D)	Price \$ 0	179,406	D			
Class A Common Stock	09/03/2013	F	2,167 (2)	D	\$ 74.49	177,239	D			
Class A Common Stock	09/04/2013	S	42,605	D (3)	\$ 75	134,634	D			

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	Persons who respond to the colle information contained in this form required to respond unless the fo displays a currently valid OMB co	n are not rm	SEC 1474 (9-02)
Reminder: Report on a separate line for each class of securities benefi	cially owned directly or indirectly.		
Class A Common Stock	121,000	I	By The D'Souza Family 2012 Trust

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

number.

(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 on f 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 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)	09/03/2013		M	4,178	09/03/2013(5)	09/03/2013(5)	Class A Common Stock	4,1

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
DSOUZA FRANCISCO C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 FRANK W. BURR BLVD TEANECK, NJ 07666	X		Chief Executive Officer			
Signatures						
/s/ Steven Schwartz, on behalf of Francisco D'Souza, by Pov Attorney	wer of		09/05/2013			
**Signature of Reporting Person			Date			

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## **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 December 3, 2012.
- (2) Represents the portion of shares of Class A Common Stock that the Company determined to settle in cash to pay applicable tax withholding.
- (3) Such shares were sold pursuant to a Rule 10b5-1 Sales Plan.
- (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 December 3, 2012 under the Cognizant Technology Solutions Corporation 2009 Incentive

  Compensation Plan and vest in quarterly installments over three years, beginning March 3, 2013, with 1/12th of the stock units vesting on each quarterly vesting date so that the stock units will be fully vested on the twelfth quarterly vesting date. The stock units will be fully vested on December 3, 2015.
- (6) Excludes previously granted restricted stock units for an aggregate of 188,146 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.