

COGNIZANT TECHNOLOGY SOLUTIONS CORP

Form 4

February 17, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
COBURN GORDON

(Last) (First) (Middle)

C/O COGNIZANT TECHNOLOGY
SOLUTIONS CORP., 500
GLENPOINTE CENTRE WEST

(Street)

TEANECK, NJ 07666

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/16/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Executive VP and CFO

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

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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	02/16/2006		M		60,000	A	\$ 10.115 7,501
Class A Common Stock	02/16/2006		S		15,500	D	\$ 55 7,501
Class A Common Stock	02/16/2006		S		8,620	D	\$ 55.04 7,501

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Class A Common Stock	02/16/2006	S	1,380	D	\$ 55.05	7,501	D
Class A Common Stock	02/16/2006	S	4,133	D	\$ 55.1	7,501	D
Class A Common Stock	02/16/2006	S	3,285	D	\$ 55.11	7,501	D
Class A Common Stock	02/16/2006	S	315	D	\$ 55.12	7,501	D
Class A Common Stock	02/16/2006	S	800	D	\$ 55.13	7,501	D
Class A Common Stock	02/16/2006	S	1,300	D	\$ 55.14	7,501	D
Class A Common Stock	02/16/2006	S	167	D	\$ 55.15	7,501	D
Class A Common Stock	02/16/2006	S	2,360	D	\$ 55.4	7,501	D
Class A Common Stock	02/16/2006	S	2,423	D	\$ 55.44	7,501	D
Class A Common Stock	02/16/2006	S	4,720	D	\$ 55.45	7,501	D
Class A Common Stock	02/16/2006	S	3,918	D	\$ 55.5	7,501	D
Class A Common Stock	02/16/2006	S	337	D	\$ 55.51	7,501	D
Class A Common Stock	02/16/2006	S	405	D	\$ 55.53	7,501	D
Class A Common Stock	02/16/2006	S	337	D	\$ 55.54	7,501	D
Class A Common	02/16/2006	S	5,053	D	\$ 55.2	7,501	D

Stock

Class A

Common	02/16/2006	S	200	D	\$ 55.18	7,501	D
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Stock

Class A

Common	02/16/2006	S	200	D	\$ 55.17	7,501	D
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Stock

Class A

Common	02/16/2006	S	4,547	D	\$ 55.16	7,501	D
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Stock

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) ⁽¹⁾	\$ 10.115	02/16/2006		M		60,000		02/05/2004	02/05/2013	Class A Common Stock	60,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
COBURN GORDON C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 GLENPOINTE CENTRE WEST TEANECK, NJ 07666	Executive VP and CFO

Signatures

/s/ Steven E. Schwartz on behalf of Gordon Coburn, by Power of Attorney

02/17/2006

____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).

Such options were granted on February 5, 2003 pursuant to the Company's 1999 Incentive Compensation Plan, as amended. Such options

(1) vest as follows: 25% on February 5, 2004; 25% on February 5, 2005; 25% on February 5, 2006; and 25% on February 5, 2007. The Date Exercisable above reflects the first anniversary date of such option.

(2) Includes multiple option grants with different exercise prices and vesting dates.

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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