

KLEIN JOHN E
Form 4
December 08, 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 *
KLEIN JOHN E

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O COGNIZANT TECHNOLOGY
SOLUTIONS CORP., 500
GLENPOINTE CENTRE WEST

3. Date of Earliest Transaction
(Month/Day/Year)
12/06/2006

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☒ Other (specify
Chairman of the Board

(Street)
TEANECK, NJ 07666

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

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Class A Common Stock	12/06/2006		M		30,000	A	\$ 7.5783	220,600	D
Class A Common Stock	12/06/2006		S		1,000	D	\$ 80.3558	220,600	D
Class A Common Stock	12/06/2006		S		1,000	D	\$ 80.3915	220,600	D

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Class A Common Stock	12/06/2006	S	1,000	D	\$ 80.4014	220,600	D
Class A Common Stock	12/06/2006	S	1,000	D	\$ 80.403	220,600	D
Class A Common Stock	12/06/2006	S	1,000	D	\$ 80.4618	220,600	D
Class A Common Stock	12/06/2006	S	1,000	D	\$ 80.5067	220,600	D
Class A Common Stock	12/06/2006	S	1,000	D	\$ 80.5086	220,600	D
Class A Common Stock	12/06/2006	S	1,000	D	\$ 80.5129	220,600	D
Class A Common Stock	12/06/2006	S	1,000	D	\$ 80.528	220,600	D
Class A Common Stock	12/06/2006	S	1,000	D	\$ 80.5583	220,600	D
Class A Common Stock	12/06/2006	S	1,000	D	\$ 80.5633	220,600	D
Class A Common Stock	12/06/2006	S	1,000	D	\$ 80.5686	220,600	D
Class A Common Stock	12/06/2006	S	1,000	D	\$ 80.6412	220,600	D
Class A Common Stock	12/06/2006	S	1,000	D	\$ 80.6711	220,600	D
Class A Common Stock	12/06/2006	S	1,000	D	\$ 80.7446	220,600	D
Class A Common Stock	12/06/2006	S	2,000	D	\$ 80.777	220,600	D
Class A Common	12/06/2006	S	1,000	D	\$ 80.3522	220,600	D

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Stock

Class A Common Stock	12/06/2006	S	1,000	D	\$ 80.78	220,600	D
Class A Common Stock	12/06/2006	S	1,000	D	\$ 80.8384	220,600	D
Class A Common Stock	12/06/2006	S	1,000	D	\$ 80.8615	220,600	D
Class A Common Stock	12/06/2006	S	1,000	D	\$ 80.9119	220,600	D
Class A Common Stock	12/06/2006	S	1,000	D	\$ 80.918	220,600	D
Class A Common Stock	12/06/2006	S	1,000	D	\$ 80.9193	220,600	D
Class A Common Stock	12/06/2006	S	1,000	D	\$ 80.93	220,600	D
Class A Common Stock	12/06/2006	S	1,000	D	\$ 80.9315	220,600	D
Class A Common Stock	12/06/2006	S	1,000	D	\$ 80.9343	220,600	D
Class A Common Stock	12/06/2006	S	1,000	D	\$ 81.0408	220,600	D
Class A Common Stock	12/06/2006	S	1,000	D	\$ 81.25	220,600	D
Class A Common Stock	12/06/2006	S	1,000	D	\$ 81.3652	220,600	D

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

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(9-02)

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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⁾	\$ 7.5783	12/06/2006		M		30,000		06/05/2003	06/05/2012	Class A Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KLEIN JOHN E
C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP.
500 GLENPOINTE CENTRE WEST
TEANECK, NJ 07666

X

Chairman of the Board

Signatures

/s/ Steven E. Schwartz on behalf of John E. Klein, by Power of
Attorney

12/08/2006

 **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).

(1) Such options were granted on June 5, 2002 pursuant to the Company's 1999 Incentive Compensation Plan, as amended. Such options were 100% vested on June 5, 2004.

(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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