

KLEIN JOHN E  
Form 4  
December 08, 2006

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

OMB APPROVAL

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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

(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)

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

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

Chairman of the Board

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

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

TEANECK, NJ 07666

(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 or 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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

Table with 7 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, if any, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities. Row 1: 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

Table with 2 main columns: Reporting Owner Name / Address and Relationships. Reporting Owner: KLEIN JOHN E, C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP., 500 GLENPOINTE CENTRE WEST, TEANECK, NJ 07666. Relationships: X (Director), 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.

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