

DSOUZA FRANCISCO

Form 4

November 25, 2009

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DSOUZA FRANCISCO

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)
President and CEO

C/O COGNIZANT TECHNOLOGY
SOLUTIONS CORP., 500 FRANK
W. BURR BLVD

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

(Street)

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	(A) or (D)	Price		
Class A Common Stock	11/23/2009		S		3,800	<u>D</u> (1)	\$ 44.69	220,381	D
Class A Common Stock	11/23/2009		S		2,300	<u>D</u> (1)	\$ 44.7	218,081	D
Class A Common Stock	11/23/2009		S		2,400	<u>D</u> (1)	\$ 44.71	215,681	D

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Class A Common Stock	11/23/2009	S	1,217	<u>D</u> (1)	\$ 44.72	214,464	D
Class A Common Stock	11/23/2009	S	1,083	<u>D</u> (1)	\$ 44.73	213,381	D
Class A Common Stock	11/23/2009	S	7,753	<u>D</u> (1)	\$ 44.74	205,628	D
Class A Common Stock	11/23/2009	S	1,800	<u>D</u> (1)	\$ 44.75	203,828	D
Class A Common Stock	11/23/2009	S	619	<u>D</u> (1)	\$ 44.76	203,209	D
Class A Common Stock	11/23/2009	S	1,007	<u>D</u> (1)	\$ 44.77	202,202	D
Class A Common Stock	11/23/2009	S	1,700	<u>D</u> (1)	\$ 44.78	200,502	D
Class A Common Stock	11/23/2009	S	1,100	<u>D</u> (1)	\$ 44.79	199,402	D
Class A Common Stock	11/23/2009	S	900	<u>D</u> (1)	\$ 44.8	198,502	D
Class A Common Stock	11/23/2009	S	100	<u>D</u> (1)	\$ 44.81	198,402	D
Class A Common Stock	11/23/2009	S	100	<u>D</u> (1)	\$ 44.82	198,302	D
Class A Common Stock	11/23/2009	S	2,400	<u>D</u> (1)	\$ 44.83	195,902	D
Class A Common Stock	11/23/2009	S	200	<u>D</u> (1)	\$ 44.84	195,702	D
Class A Common Stock	11/23/2009	S	700	<u>D</u> (1)	\$ 44.85	195,002	D
Class A Common	11/23/2009	S	1,000	<u>D</u> (1)	\$ 44.86	194,002	D

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Stock

Class A Common Stock	11/23/2009	S	3,098	<u>D</u> (1)	\$ 44.87	190,904	D
Class A Common Stock	11/23/2009	S	1,879	<u>D</u> (1)	\$ 44.88	189,025	D
Class A Common Stock	11/23/2009	S	500	<u>D</u> (1)	\$ 44.89	188,525	D
Class A Common Stock	11/23/2009	S	1,100	<u>D</u> (1)	\$ 44.9	187,425	D
Class A Common Stock	11/23/2009	S	800	<u>D</u> (1)	\$ 44.92	186,625	D
Class A Common Stock	11/23/2009	S	900	<u>D</u> (1)	\$ 44.95	185,725	D
Class A Common Stock	11/23/2009	S	1,544	<u>D</u> (1)	\$ 44.96	184,181	D
Class A Common Stock	11/23/2009	S	3,100	<u>D</u> (1)	\$ 44.97	181,081	D
Class A Common Stock	11/23/2009	S	1,600	<u>D</u> (1)	\$ 44.98	179,481	D
Class A Common Stock	11/23/2009	S	1,700	<u>D</u> (1)	\$ 44.99	177,781	D
Class A Common Stock	11/23/2009	S	800	<u>D</u> (1)	\$ 45	176,981	D
Class A Common Stock	11/23/2009	S	800	<u>D</u> (1)	\$ 45.01	176,181	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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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

President and CEO

Signatures

/s/ Steven Schwartz, on behalf of Francisco D'Souza, by power of attorney

11/24/2009

__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 shares were sold pursuant to a Rule 10b5-1 Sales Plan.

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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