

McLoughlin Karen
 Form 3
 February 09, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â McLoughlin Karen
 (Last) (First) (Middle)

COGNIZANT TECHNOLOGY SOLUTIONS CORP., Â 500 FRANK W. BURR BLVD.

(Street)

TEANECK, Â NJ Â 07666

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
 02/06/2012

3. Issuer Name and Ticker or Trading Symbol

COGNIZANT TECHNOLOGY SOLUTIONS CORP
 [CTSH]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

Class A Common Stock

2. Amount of Securities Beneficially Owned (Instr. 4)

6,871

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

D Â

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Class A Common Stock (Right to Buy) ⁽¹⁾	12/14/2007	12/14/2016	Class A Common Stock	40,000	\$ 40.33	D	Â
Class A Common Stock (Right to Buy) ⁽²⁾	08/14/2009	08/14/2018	Class A Common Stock	10,000	\$ 31.06	D	Â
Restricted Stock Units	Â ⁽³⁾	Â ⁽³⁾	Class A Common Stock	1,417	\$ ⁽⁴⁾	D	Â
Restricted Stock Units	Â ⁽⁵⁾	Â ⁽⁵⁾	Class A Common Stock	11,459	\$ ⁽⁴⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McLoughlin Karen COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 FRANK W. BURR BLVD. TEANECK, NJ 07666	Â	Â	Â Chief Financial Officer	Â

Signatures

/s/ Steven Schwartz on behalf of Karen McLoughlin, by Power of
Attorney

02/09/2012

 **Signature of Reporting Person

_____ Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 December 14, 2006 pursuant to the Company's Amended and Restated 1999 Incentive Compensation Plan.
Such options were fully vested on December 14, 2010. The Date Exercisable above reflects the first anniversary date of such option.

(2) Such options were granted on August 14, 2008 pursuant to the Company's Amended and Restated 1999 Incentive Compensation Plan.
Such options have the following vesting schedule: 25% on August 14, 2009; 25% on August 14, 2010; 25% on August 14, 2011; and 25% on August 14, 2012. The Date Exercisable above reflects the first anniversary date of such option.

(3) The restricted stock units were granted on July 15, 2009 under the Cognizant Technology Solutions 2009 Incentive Compensation Plan and vest as follows: 1/2 of the stock units vest on April 15, 2012 and 1/2 of the stock units vest on July 15, 2012. The restricted stock units will be fully vested on July 15, 2012.

(4) Each restricted stock unit represents a contingent right to receive one share of the Company's Class A common stock.

(5) The restricted stock units were granted on March 21, 2011 under the Cognizant Technology Solutions 2009 Incentive Compensation Plan and vest in equal quarterly installments over the next 11 quarters beginning on May 1, 2012, so that the stock units will be fully vested on November 1, 2014.

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