#### DSOUZA FRANCISCO

Form 4 June 01, 2012

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires: January 31, 2005

**OMB APPROVAL** 

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(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)			
	IIZANT TECHNO NS CORP., 500 F		3. Date of Earliest Transaction (Month/Day/Year) 05/30/2012					X Director 10% OwnerX Officer (give title Other (specify below) below)  Chief Executive Officer			
TEANECK	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)  NECK, NJ 07666					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tabl	le I - Non-I	Derivative S	Securi	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	nsaction Date 2A. Deemed		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			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)		
Class A Common Stock	05/30/2012			Code V  M	Amount 5,040 (1)	(D)	Price \$ 0	189,728	D		
Class A Common Stock	05/30/2012			F	2,337 (2)	D	\$ 58.86	187,391	D		
Class A Common Stock	05/30/2012			M	56,835 (3)	A	\$ 0	244,226	D		

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Class A

Stock

Common 05/30/2012

26,344 D \$ 217,882

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)

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)	FransactionDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secur (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of S
Restricted Stock Units	\$ 0 (4)	05/30/2012		M		5,040	05/30/2012(5)	05/30/2012(5)	Class A Common Stock	5,
Restricted Stock Units	\$ 0 (4)	05/30/2012		M		56,835	05/30/2012(7)	05/30/2012(7)	Class A Common Stock	56

## **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		Chief Executive Officer			

### **Signatures**

/s/ Steven Schwartz on behalf of Francisco D'Souza, by Power of 06/01/2012 Attorney

> \*\*Signature of Reporting Person Date

2 Reporting Owners

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### **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) Shares of the Company's Class A Common Stock received from the vesting of 1/12 of the restricted stock unit award granted on November 30, 2010.
- (2) Represents the portion of shares of Class A Common Stock that the Company determined to settle in cash to pay applicable tax withholding.
- Represents the number of shares of Class A Common Stock received from the vesting of 1/3 of the vested performance-based restricted (3) stock units previously granted to the reporting person under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan on November 30, 2010.
- (4) Each restricted stock unit represents a contingent right to receive one share of the Company's Class A Common Stock.
- The restricted stock units were granted on November 30, 2010 under the Cognizant Technology Solutions Corporation 2009 Incentive
- (5) Compensation Plan, and vest in quarterly installments over three years, with 1/12th of the restricted stock units vesting on each quarterly vesting date so that the restricted stock units will be fully vested on the twelfth quarterly vesting date, November 30, 2013.
- (6) Excludes previously granted restricted stock units for an aggregate of 239,176 shares of Class A Common Stock, which have different vesting schedules.
  - The performance-based restricted stock units were granted on November 30, 2010 under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan. In accordance with the performance-based restricted stock unit award, 1/3 of the vested performance-based restricted stock units were issuable on the eighteen-month anniversary of the date of grant of such performance-based
- (7) restricted stock units, provided the reporting person remained in the Company's service through such anniversary date. The remaining 2/3 of the vested performance-based restricted stock units shall be issued on the thirty-six month anniversary of the date of grant of such performance-based restricted stock units, provided that the reporting person remains in the Company's service through such anniversary date.
- (8) Excludes previously granted restricted stock units for an aggregate of 155,740 shares of Class A Common Stock, which have different vesting schedules.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.