

COGNIZANT TECHNOLOGY SOLUTIONS CORP
 Form 4
 November 22, 2013

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 *
 NARAYANAN LAKSHMI

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 FRANK W. BURR BLVD

3. Date of Earliest Transaction (Month/Day/Year)
 11/20/2013

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price (A) or (D) | | |
| Class A Common Stock | 11/20/2013 | | M | | 2,830 A \$ 33.7 | 2,830 | D |
| Class A Common Stock | 11/20/2013 | | M | | 10,000 A \$ 34.51 | 12,830 | D |
| Class A Common Stock | 11/20/2013 | | M | | 10,000 A \$ 27.23 | 22,830 | D |

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| | | | | | | | | |
|----------------------------|------------|--|---|--------|---|-------------|--------|---|
| Class A Common Stock | 11/20/2013 | | M | 10,000 | A | \$ 49.14 | 32,830 | D |
| Class A Common Stock | 11/20/2013 | | M | 10,000 | A | \$ 75.36 | 42,830 | D |
| Class A Common Stock | 11/20/2013 | | M | 5,000 | A | \$ 58.36 | 47,830 | D |

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

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SEC 1474
(9-02)

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⁾ | \$ 33.7 | 11/20/2013 | | M | 2,830 | 08/07/2007 08/07/2016 | Class A Common Stock 2,830 |
| Class A Common Stock Option (Right to Buy) ⁽²⁾ | \$ 34.51 | 11/20/2013 | | M | 10,000 | 06/10/2009 06/10/2018 | Class A Common Stock 10,000 |
| Class A Common Stock Option (Right to Buy) ⁽³⁾ | \$ 27.23 | 11/20/2013 | | M | 10,000 | 06/05/2010 06/05/2016 | Class A Common Stock 10,000 |

| | | | | | | | | |
|--|----------|------------|---|--------|------------|------------|----------------------------|--------|
| Class A Common Stock Option (Right to Buy) ⁽⁴⁾ | \$ 49.14 | 11/20/2013 | M | 10,000 | 06/01/2011 | 06/01/2017 | Class A Common Stock | 10,000 |
| Class A Common Stock Option (Right to Buy) ⁽⁵⁾ | \$ 75.36 | 11/20/2013 | M | 10,000 | 06/02/2012 | 06/02/2018 | Class A Common Stock | 10,000 |
| Class A Common Stock Option (Right to Buy) ⁽⁶⁾ | \$ 58.36 | 11/20/2013 | M | 5,000 | 06/05/2013 | 06/05/2019 | Class A Common Stock | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| NARAYANAN LAKSHMI C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 FRANK W. BURR BLVD TEANECK, NJ 07666 | X | | Vice Chairman | |

Signatures

/s/ Steven E. Schwartz, on behalf of Lakshmi Narayanan, by Power of Attorney

11/22/2013

__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 August 7, 2006 pursuant to the Company's Amended and Restated 1999 Incentive Compensation Plan, as amended. Such options were 100% vested on August 7, 2010. The Date Exercisable above reflects the first anniversary date of such options.

(2) Such options were granted on June 10, 2008 pursuant to the Company's Amended and Restated 1999 Incentive Compensation Plan, as amended. Such options were 100% vested on June 10, 2010. The Date Exercisable above reflects the first anniversary date of such options.

(3) Such options were granted on June 5, 2009 pursuant to the Company's 2009 Incentive Compensation Plan. Such options were fully vested on June 5, 2011. The Date Exercisable above reflects the first anniversary date of such options.

(4) Such options were granted on June 1, 2010 pursuant to the Company's 2009 Incentive Compensation Plan. Such options were fully vested on June 1, 2012. The Date Exercisable above reflects the first anniversary date of such options.

(5)

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Such options were granted on June 2, 2011 pursuant to the Company's 2009 Incentive Compensation Plan. Such options were fully vested on June 2, 2013. The Date Exercisable above reflects the first anniversary date of such options.

- (6) Such options were granted on June 5, 2012 pursuant to the Company's 2009 Incentive Compensation Plan. Such options will be fully vested on June 5, 2014. The Date Exercisable above reflects the first anniversary date of such options.

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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