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COGNIZANT TECHNOLOGY SOLUTIONS CORP

Form 4 May 12, 2016

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

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response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

if no longer

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)

See Instruction

1. Name and Address of Reporting Person * fox John nelson JR

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

COGNIZANT TECHNOLOGY

(Check all applicable)

SOLUTIONS CORP [CTSH]

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

05/10/2016

_X__ Director 10% Owner Other (specify Officer (give title

C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP., 500 FRANK

(Street)

(State)

(First)

(Middle)

(Zip)

W. BURR BLVD

(Last)

(City)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Table I. Non Derivative Securities Acquired Disposed of or Peneficially Owned

TEANECK, NJ 07666

| (City) | (State) | Tabl | le I - Non-L | Derivative | Securi | ities Acqu | iired, Disposed of | f, or Beneficial | ly 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. Securit on(A) or Di (Instr. 3, | sposed | of (D) | 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 | 05/10/2016 | | M | 10,000 | A | \$ 24.57 | 20,743 | D | |
| Class A Common Stock | 05/10/2016 | | M | 9,075 | A | \$ 15.88 | 29,818 | D | |
| Class A Common Stock | 05/10/2016 | | S | 12,345 | D | \$ 61.5 (1) | 17,473 | D | |

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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 orDerivative 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) (2) | \$ 24.57 | 05/10/2016 | | M | | 10,000 | 06/01/2011 | 06/01/2017 | Class A Common Stock | 10,000 |
| Class A Common Stock Option (Right to Buy) (3) | \$ 15.88 | 05/10/2016 | | M | | 9,075 | 12/06/2008 | 12/06/2017 | Class A Common Stock | 9,075 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|---|---------------|-----------|---------|-------|--|
| reporting owner runner, runness | Director | 10% Owner | Officer | Other | |
| fox John nelson JR C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 FRANK W. BURR BLVD TEANECK, NJ 07666 | X | | | | |
| Signatures | | | | | |

/s/ Harry Demas, on behalf of John N. Fox, by Power of 05/12/2016 Attorney

> **Signature of Reporting Person Date

Reporting Owners 2

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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).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$61.4895 to \$61.52. The reporting person undertakes to provide to Cognizant Technology Solutions Corporation, any security holder of Cognizant Technology Solutions Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.
- (2) Such options were granted on June 1, 2010 pursuant to the Cognizant Technology Solutions Corporation 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.
- Such options were granted on December 6, 2007 pursuant to the Cognizant Technology Solutions Corporation Amended and Restated 1999 Incentive Compensation Plan. Such options were fully vested on December 6, 2009. 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. 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.