Middleton Sean
Form 4
December 04, 2018

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

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person [*] Middleton Sean	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 __X__ Officer (give title _____ Other (specify below)　　　　　below)
C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP., 500 FRANK W. BURR BLVD.	12/01/2018	Pres - Cognizant Accelerator
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
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	12/01/2018		M		504 [(1)]	A	$ 0	5,600	D	
Class A Common Stock	12/01/2018		F		229 [(2)]	D	$ 71.23	5,371	D	
Class A Common Stock	12/01/2018		M		98 [(3)]	A	$ 0	5,469	D	

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Class A Common Stock	12/01/2018		F	45 (2)	D	$ 71.23	5,424	D
Class A Common Stock	12/01/2018		M	346 (4)	A	$ 0	5,770	D
Class A Common Stock	12/01/2018		F	158 (2)	D	$ 71.23	5,612	D
Class A Common Stock	12/01/2018		M	301 (5)	A	$ 0	5,913	D
Class A Common Stock	12/01/2018		F	139 (2)	D	$ 71.23	5,774	D
Class A Common Stock	12/02/2018		M	306 (6)	A	$ 0	6,080	D
Class A Common Stock	12/02/2018		F	139 (2)	D	$ 71.23	5,941	D

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

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 Underlying Securities (Instr. 3 and 4)	
								Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V	(A)	(D)				
Restricted Stock Units	$ 0 (7)	12/01/2018		M			504	12/01/2018(8)	12/01/2018(8)	Class A Common Stock	50

Restricted Stock Units	$ 0 [7]	12/01/2018	M	98	12/01/2018[9]	12/01/2018[9]	Class A Common Stock	9
Restricted Stock Units	$ 0 [7]	12/01/2018	M	346	12/01/2018[10]	12/01/2018[10]	Class A Common Stock	34
Restricted Stock Units	$ 0 [7]	12/01/2018	M	301	12/01/2018[11]	12/01/2018[11]	Class A Common Stock	30
Restricted Stock Units	$ 0 [7]	12/02/2018	M	306	12/02/2018[12]	12/02/2018[12]	Class A Common Stock	30

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Middleton Sean C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 FRANK W. BURR BLVD. TEANECK, NJ 07666			Pres - Cognizant Accelerator	

Signatures

/s/ Harry Demas, on behalf of Sean Middleton, by Power of Attorney	12/04/2018
**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) Shares of Class A Common Stock of Cognizant Technology Solutions Corporation (the "Company") received from the vesting of 1/12th of the restricted stock unit award granted on November 30, 2015.

(2) Represents the portion of shares of Class A Common Stock that the Company determined to settle in cash to pay applicable tax withholding.

(3) Shares of the Company's Class A Common Stock received from the vesting of 1/12th of the restricted stock unit award granted on May 17, 2016.

(4) Shares of the Company's Class A Common Stock received from the vesting of 1/12th of the restricted stock unit award granted on May 15, 2017.

(5) Shares of the Company's Class A Common Stock received from the vesting of 1/12th of the restricted stock unit award granted on February 26, 2018.

(6) Shares of the Company's Class A Common Stock received from the vesting of 1/12th of the restricted stock unit award granted on March 2, 2017.

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

(8) The restricted stock units were granted on November 30, 2015 under the Cognizant Technology Solutions 2009 Incentive Compensation Plan and vested in quarterly installments over three years, commencing on March 1, 2016, with 1/12th of the stock units vesting on each

quarterly vesting date so that the stock units would be fully vested on the twelfth quarterly vesting date. The stock units were fully vested on December 1, 2018.

(9) The restricted stock units were granted on May 17, 2016 under the Cognizant Technology Solutions 2009 Incentive Compensation Plan and vest in quarterly installments over three years, commencing on September 1, 2016, with 1/12th of the stock units vesting on each quarterly vesting date so that the stock units will be fully vested on the twelfth quarterly vesting date. The stock units will be fully vested on June 1, 2019.

(10) The restricted stock units were granted on May 15, 2017 under the Cognizant Technology Solutions 2009 Incentive Compensation Plan and vest in quarterly installments over three years, commencing on September 1, 2017, with 1/12th of the stock units vesting on each quarterly vesting date so that the stock units will be fully vested on the twelfth quarterly vesting date. The stock units will be fully vested on June 1, 2020.

(11) The restricted stock units were granted on February 26, 2018 under the Cognizant Technology Solutions Corporation 2017 Incentive Award Plan and vest in quarterly installments over three years, commencing on June 1, 2018, with 1/12th of the stock units vesting on each quarterly vesting date so that the stock units will be fully vested on the twelfth quarterly vesting date. The stock units will be fully vested on March 1, 2021.

(12) The restricted stock units were granted on March 2, 2017 under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan and vest in quarterly installments over three years, commencing on June 2, 2017, with 1/12th of the stock units vesting on each quarterly vesting date so that the stock units will be fully vested on the twelfth quarterly vesting date. The stock units will be fully vested on March 2, 2020.

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.

Explanation of Responses: 4