

RAMAKRISHNAN CHANDRASEKARAN
Form 4
November 23, 2005

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 *
RAMAKRISHNAN
CHANDRASEKARAN

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
GLENPOINTE CENTRE WEST

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/22/2005

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Executive Vice President

TEANECK, NJ 07666

(City) (State) (Zip)

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

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)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	11/22/2005		M	7,500	A	\$ 0.32	0 D
Class A Common Stock	11/22/2005		M	2,500	A	\$ 10.48	0 D
Class A Common Stock	11/22/2005		S	10,000	D	\$ 48.75	0 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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(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)	8. Amount or Number of Shares
Class A Common Stock Option (Right to Buy) ⁽¹⁾	\$ 0.32	11/22/2005		M	7,500	07/25/1998 07/25/2007	Class A Common Stock	7,500
Class A Common Stock Option (Right to Buy) ⁽³⁾	\$ 10.48	11/22/2005		M	2,500	05/17/2001 05/17/2010	Class A Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RAMAKRISHNAN CHANDRASEKARAN
C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP
500 GLENPOINTE CENTRE WEST
TEANECK, NJ 07666

Executive Vice President

Signatures

/s/ Steven Schwartz on behalf of Chandrasekaran Ramakrishnan, by Power of Attorney

11/22/2005

**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 July 25, 1997 pursuant to the Amended and Restated Cognizant Technology Solutions Key Employees Stock Option Plan. Such options were fully vested on July 25, 2001.
- (2) Includes multiple option grants with different exercise prices and vesting dates.
- (3) Such options were granted on May 17, 2000 pursuant to the Company's 1999 Incentive Compensation Plan, as amended. Such options were 100% vested on May 17, 2004.

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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