DSOUZA FRANCISCO
Form 4
November 17, 2009

# 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

(Print or Type Responses)

| 1. Name and Address of Reporting Person * <br> DSOUZA FRANCISCO | 2. Issuer Name **and** Ticker or Trading Symbol <br> COGNIZANT TECHNOLOGY SOLUTIONS CORP [CTSH] | 5. Relationship of Reporting Person(s) to Issuer <br><br> (Check all applicable) |
|---|---|---|
| (Last) (First) (Middle) <br><br> C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP., 500 FRANK W. BURR BLVD | 3. Date of Earliest Transaction (Month/Day/Year) <br> 11/16/2009 | __X__ Director _____ 10% Owner <br> __X__ Officer (give title _____ Other (specify below) below) <br> President and CEO |
| (Street) <br><br> TEANECK, NJ 07666 | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <br> _X_ Form filed by One Reporting Person <br> ___ 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 Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Common Stock | 11/16/2009 | | M | | 110,000 | A | $ 5.06 | 344,121 | D | |
| Class A Common Stock | 11/16/2009 | | S | | 900 | D (1) | $ 44.86 | 343,221 | D | |
| Class A Common Stock | 11/16/2009 | | S | | 300 | D (1) | $ 44.87 | 342,921 | D | |

| Class A Common Stock | 11/16/2009 | S | 600 | D [1] | $ 44.88 | 342,321 | D |
|---|---|---|---|---|---|---|---|
| Class A Common Stock | 11/16/2009 | S | 3,149 | D [1] | $ 44.89 | 339,172 | D |
| Class A Common Stock | 11/16/2009 | S | 1,700 | D [1] | $ 44.9 | 337,472 | D |
| Class A Common Stock | 11/16/2009 | S | 300 | D [1] | $ 44.91 | 337,172 | D |
| Class A Common Stock | 11/16/2009 | S | 100 | D [1] | $ 44.92 | 337,072 | D |
| Class A Common Stock | 11/16/2009 | S | 1,900 | D [1] | $ 44.93 | 335,172 | D |
| Class A Common Stock | 11/16/2009 | S | 2,900 | D [1] | $ 44.95 | 332,272 | D |
| Class A Common Stock | 11/16/2009 | S | 1,900 | D [1] | $ 44.96 | 330,372 | D |
| Class A Common Stock | 11/16/2009 | S | 499 | D [1] | $ 44.97 | 329,873 | D |
| Class A Common Stock | 11/16/2009 | S | 1,001 | D [1] | $ 44.98 | 328,872 | D |
| Class A Common Stock | 11/16/2009 | S | 7,906 | D [1] | $ 44.99 | 320,966 | D |
| Class A Common Stock | 11/16/2009 | S | 5,800 | D [1] | $ 45 | 315,166 | D |
| Class A Common Stock | 11/16/2009 | S | 1,700 | D [1] | $ 45.01 | 313,466 | D |
| Class A Common Stock | 11/16/2009 | S | 563 | D [1] | $ 45.02 | 312,903 | D |
| Class A Common | 11/16/2009 | S | 2,400 | D [1] | $ 45.04 | 310,503 | D |

Stock

| Class A Common Stock | 11/16/2009 | | S | 470 | D [1] | $ 45.07 | 310,033 | D |
|---|---|---|---|---|---|---|---|---|
| Class A Common Stock | 11/16/2009 | | S | 430 | D [1] | $ 45.08 | 309,603 | D |
| Class A Common Stock | 11/16/2009 | | S | 500 | D [1] | $ 45.11 | 309,103 | D |
| Class A Common Stock | 11/16/2009 | | S | 300 | D [1] | $ 45.13 | 308,803 | D |
| Class A Common Stock | 11/16/2009 | | S | 100 | D [1] | $ 45.14 | 308,703 | D |
| Class A Common Stock | 11/16/2009 | | S | 1,600 | D [1] | $ 45.15 | 307,103 | D |
| Class A Common Stock | 11/16/2009 | | S | 1,100 | D [1] | $ 45.17 | 306,003 | D |
| Class A Common Stock | 11/16/2009 | | S | 800 | D [1] | $ 45.19 | 305,203 | D |
| Class A Common Stock | 11/16/2009 | | S | 300 | D [1] | $ 45.2 | 304,903 | D |
| Class A Common Stock | 11/16/2009 | | S | 900 | D [1] | $ 45.21 | 304,003 | D |
| Class A Common Stock | 11/16/2009 | | S | 800 | D [1] | $ 45.22 | 303,203 | D |
| Class A Common Stock | 11/16/2009 | | S | 900 | D [1] | $ 45.23 | 302,303 | 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 of Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Class A Common Stock Option (Right to Buy) <u>(2)</u> | $ 5.06 | 11/16/2009 | | M | | 110,000 | | 02/05/2004 | 02/05/2013 | Class A Common Stock | 110,00 |

## 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 | | President and CEO | |

## Signatures

| | |
|---|---|
| /s/ Steven Schwartz, on behalf of Francisco D'Souza, by power of attorney | 11/17/2009 |
| <sup>**</sup>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 shares were sold pursuant to a Rule 10b5-1 Sales Plan.

(2)    Such options were granted on February 5, 2003 pursuant to the Company's Amended and Restated 1999 Incentive Compensation Plan. The options were 100% vested on February 5, 2007. The Date Exercisable above reflects the first anniversary date of such option.

(3)    Excludes previously granted options for an aggregate of 490,000 shares of Class A Common Stock, which have different exercise prices and vesting dates.

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.