DSOUZA FRANCISCO

Form 4

November 17, 2009

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Washington, D.C. 20549

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

Section 16.

subject to

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)

1. Name and Address of Reporting Person * **DSOUZA FRANCISCO**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

COGNIZANT TECHNOLOGY

(Check all applicable)

President and CEO

SOLUTIONS CORP [CTSH] (Last) (First) (Middle) 3. Date of Earliest Transaction

> (Month/Day/Year) 11/16/2009

_X__ Director 10% Owner X_ Officer (give title _ Other (specify below)

C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP., 500 FRANK

(Street)

W. BURR BLVD

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

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

Person

TEANECK, NJ 07666

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative S	ecurit	ies Acqui	red, Disposed of	, 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. Securities Acquired (A) from Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
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	

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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

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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.

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SEC 1474 (9-02)

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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)			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) (2)	\$ 5.06	11/16/2009		M		110,000	02/05/2004	02/05/2013	Class A Common Stock	110,00

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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

**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.
- 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.

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