Mehta Rajeev Form 4 August 12, 2010

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

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

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * Mehta Rajeev

2. Issuer Name and Ticker or Trading Symbol

COGNIZANT TECHNOLOGY SOLUTIONS CORP [CTSH]

Issuer

(Check all applicable)

5. Relationship of Reporting Person(s) to

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

C/O COGNIZANT TECHNOLOGY

(Middle)

(Zin)

08/10/2010

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

(Month/Day/Year) below) COO, Global Client Services

SOLUTIONS CORP., 500 FRANK W. BURR BLVD

(First)

(Street)

(State)

4. If Amendment, Date Original Filed(Month/Day/Year)

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

TEANECK, NJ 07666

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative S	ecurit	ies Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities omr Disposed (Instr. 3, 4	d of (Ľ))	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	08/10/2010		M	100,000	` ´	\$ 11.44	106,147	D	
Class A Common Stock	08/10/2010		M	22,500	A	\$ 21.75	128,647	D	
Class A Common Stock	08/10/2010		S	128,113 (1)	D	\$ 61	534	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. Transactic Code (Instr. 8)	5. Number of tionDerivative 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) (2)	\$ 11.44	08/10/2010		M		100,000	03/04/2005	03/04/2014	Class A Common Stock	100,00
Class A Common Stock Option (Right to Buy) (4)	\$ 21.75	08/10/2010		M		22,500	05/17/2006	05/17/2015	Class A Common Stock	22,50

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address		10% Owner	Officer	Other			
Mehta Rajeev C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 FRANK W. BURR BLVD TEANECK, NJ 07666			COO, Global Client Services				
Signatures							
/s/ Steven E. Schwartz on behalf of Rajeev Mehta, by Pov Attorney	wer of		08/11/2010				

Reporting Owners 2

**Signature of Reporting Person

Date

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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).
- (1) Such shares were sold pursuant to a Rule 10b5-1 Sales Plan.
- (2) Such options were granted on March 4, 2004 pursuant to the Company's 1999 Incentive Compensation Plan, as amended. Such options were fully vested on March 4, 2008. The Date Exercisable above reflects the first anniversary date of such option.
- (3) Excludes previously granted options for an aggregate of 230,000 shares of Class A Common Stock, which have different exercise prices and vesting dates.
- (4) Such options were granted on May 17, 2005 pursuant to the Company's 1999 Incentive Compensation Plan, as amended. Such options were fully vested on May 17, 2009. The Date Exercisable above reflects the first anniversary date of such option.

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.