DSOUZA FRANCISCO

Form 4

September 09, 2010

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES 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).

(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)

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

(Month/Day/Year)

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

C/O COGNIZANT TECHNOLOGY

09/07/2010

below) President and CEO

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

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)	Code (Instr. 8)	3. 4. Securities Acquired (A) Fransaction Disposed of (D) Code (Instr. 3, 4 and 5) Instr. 8) (A) or			5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Class A Common Stock	09/07/2010		Code V M	Amount 242,280	(D)	Price \$ 5.06	439,451	D		
Class A Common Stock	09/07/2010		S	351,812	D (1)	\$ 62.43 (2)	87,639	D		
Class A Common Stock	09/08/2010		S	3,081	D (1)	\$ 63.45 (3)	84,558	D		

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Class A

62.77 84,458 Common 09/08/2010 S 100

Stock

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

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D

President and CEO

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)	orDeri Secu Acqı Disp	umber of vative urities uired (A) or losed of (D) r. 3, 4, and	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) (4)	\$ 5.06	09/07/2010		M		242,280	02/05/2004	02/05/2013	Class A Common Stock	242,28

Reporting Owners

Relationships Reporting Owner Name / Address Other

X

Director 10% Owner Officer DSOUZA FRANCISCO

500 FRANK W. BURR BLVD

TEANECK, NJ 07666

Signatures

/s/ Steven Schwartz, on behalf of Francisco D'Souza, by power of 09/09/2010 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).

C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP.

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.

Reporting Owners 2

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- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$62.05 to \$62.66. The reporting person undertakes to provide to Cognizant Technology Solutions Corporation, any security holder of Cognizant Technology Solutions Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$62.98 to \$63.83. The reporting person undertakes to provide to Cognizant Technology Solutions Corporation, any security holder of Cognizant Technology Solutions Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.
- (4) Such options were granted on February 5, 2003 pursuant to the Company's Amended and Restated 1999 Incentive Compensation Plan. Such options were 100% vested on February 5, 2007. The Date Exercisable above reflects the first anniversary date of such option.
- (5) 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.