COGNIZANT TECHNOLOGY SOLUTIONS CORP Form 4 March 03, 2017 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 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). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **CHINTAMANENI** Issuer Symbol RAMAKRISHNA PRASAD COGNIZANT TECHNOLOGY (Check all applicable) SOLUTIONS CORP [CTSH] (Middle) 10% Owner (Last) (First) 3. Date of Earliest Transaction Director X_Officer (give title Other (specify (Month/Day/Year) below) below) C/O COGNIZANT TECHNOLOGY 03/01/2017 President Global Inds. & Cnslt SOLUTIONS CORP., 500 FRANK W. BURR BLVD (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting **TEANECK, NJ 07666** Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 3. 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Transaction(A) or Disposed of (D) Form: Direct Indirect Security (Month/Day/Year) Execution Date, if Securities (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial anv (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Class A 2.611 Common 03/01/2017 M A \$0 69,648 D (1) Stock Class A Common 03/01/2017 F 973 (2) D 68,675 D 60.25 Stock Class A Common 393⁽³⁾ A 03/01/2017 Μ \$0 69,068 D Stock

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Class A Common Stock	03/01/2017	F	147 <u>(2)</u> D	\$ 60.25	68,921	D
Class A Common Stock	03/01/2017	М	2,088 (4) A	\$ 0	71,009	D
Class A Common Stock	03/01/2017	F	778 <u>(2)</u> D	\$ 60.25	70,231	D

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

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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. Transacti Code (Instr. 8)	5. Number on f 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 Amou Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amc or Num of Shar
Restricted Stock Units	\$ 0 <u>(5)</u>	03/01/2017		М	2,611	03/01/2017 <u>(6)</u>	03/01/2017 <u>(6)</u>	Class A Common Stock	2,6
Restricted Stock Units	\$ 0 <u>(5)</u>	03/01/2017		М	393	03/01/2017 <u>(7)</u>	03/01/2017 <u>(7)</u>	Class A Common Stock	39
Restricted Stock Units	\$ 0 <u>(5)</u>	03/01/2017		М	2,088	03/01/2017(8)	03/01/2017(8)	Class A Common Stock	2,0

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

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CHINTAMANENI RAMAKRISHNA PRASAD C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 FRANK W. BURR BLVD TEANECK, NJ 07666

Signatures

/s/ Harry Demas, on behalf of Ramakrishna Prasad Chintamaneni, by Power of				
Attorney	03/03/2017			

**Signature of Reporting Person

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) Shares of the Company's Class A Common Stock received from the vesting of 1/12 of the restricted stock unit award granted on December 1, 2014.
- (2) Represents the portion of shares of Class A Common Stock that the Company determined to settle in cash to pay applicable tax withholding.
- (3) Shares of the Company's Class A Common Stock received from the vesting of 1/12 of the restricted stock unit award granted on February 16, 2016.
- (4) Shares of the Company's Class A Common Stock received from the vesting of 1/12 of the restricted stock unit award granted on December 1, 2016.
- (5) Each restricted stock unit represents a contingent right to receive one share of the Company's Class A Common Stock.

(6) The restricted stock units were granted on December 1, 2014 under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan and vest in quarterly installments over three years, commencing on March 1, 2015, with 1/12th of the stock units vesting on each quarterly vesting date so that the stock units will be fully vested on the twelfth quarterly vesting date. The stock units will

be fully vested on December 1, 2017. The restricted stock units were granted on February 16, 2016 under the Cognizant Technology Solutions Corporation 2009 Incentive

(7) Compensation Plan and vest in quarterly installments over three years, commencing on June 1, 2016, with 1/12th of the stock units vesting on each quarterly vesting date so that the stock units will be fully vested on the twelfth quarterly vesting date. The stock units will be fully vested on March 1, 2019.

The restricted stock units were granted on December 1, 2016 under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan and vest in quarterly installments over three years, commencing on March 1, 2017, with 1/12th of the stock units

(8) Compensation Plan and vest in quarterly installments over three years, commencing on March 1, 2017, with 1/12th of the stock units vesting on each quarterly vesting date so that the stock units will be fully vested on the twelfth quarterly vesting date. The stock units will be fully vested on December 1, 2019.

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.

President Global Inds. & Cnslt

Date