

COGNIZANT TECHNOLOGY SOLUTIONS CORP  
 Form 4  
 March 01, 2006

**FORM 4**

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

OMB APPROVAL

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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 \*  
 COBURN GORDON

2. Issuer Name and Ticker or Trading Symbol  
 COGNIZANT TECHNOLOGY SOLUTIONS CORP [CTSH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

\_\_\_\_ Director  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 Executive VP and CFO

C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP., 500 GLENPOINTE CENTRE WEST

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(Street)

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) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |
| Class A Common Stock            | 02/27/2006                           |  | M                              |   | 10,300  | A  | \$ 10.115 7,501 D                                     |
| Class A Common Stock            | 02/27/2006                           |  | S                              |   | 3,500   | D  | \$ 58.36 7,501 D                                      |
| Class A Common Stock            | 02/27/2006                           |  | S                              |   | 200   | D  | \$ 58.38 7,501 D                                      |

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|                            |            |   |       |   |              |       |   |
|----------------------------|------------|---|-------|---|--------------|-------|---|
| Class A<br>Common<br>Stock | 02/27/2006 | S | 1,200 | D | \$ 58.4      | 7,501 | D |
| Class A<br>Common<br>Stock | 02/27/2006 | S | 507   | D | \$ 58.41     | 7,501 | D |
| Class A<br>Common<br>Stock | 02/27/2006 | S | 733   | D | \$ 58.43     | 7,501 | D |
| Class A<br>Common<br>Stock | 02/27/2006 | S | 960   | D | \$ 58.44     | 7,501 | D |
| Class A<br>Common<br>Stock | 02/27/2006 | S | 600   | D | \$ 58.45     | 7,501 | D |
| Class A<br>Common<br>Stock | 02/27/2006 | S | 1,000 | D | \$ 58.46     | 7,501 | D |
| Class A<br>Common<br>Stock | 02/27/2006 | S | 500   | D | \$ 58.47     | 7,501 | D |
| Class A<br>Common<br>Stock | 02/27/2006 | S | 300   | D | \$ 58.5      | 7,501 | D |
| Class A<br>Common<br>Stock | 02/27/2006 | S | 800   | D | \$ 59.01     | 7,501 | D |
| Class A<br>Common<br>Stock | 03/01/2006 | M | 9,700 | A | \$<br>10.115 | 7,501 | D |
| Class A<br>Common<br>Stock | 03/01/2006 | S | 5,060 | D | \$ 58.93     | 7,501 | D |
| Class A<br>Common<br>Stock | 03/01/2006 | S | 4,640 | D | \$ 58.94     | 7,501 | D |

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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| 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 or Number of Shares |
| Class A Common Stock Option (Right to Buy) <sup>(1)</sup> | \$ 10.115  | 02/27/2006                           |  | M                              | 10,300  | 02/05/2004   | 02/05/2013  | Class A Common Stock | 10,300                     |
| Class A Common Stock Option (Right to Buy) <sup>(1)</sup> | \$ 10.115  | 03/01/2006                           |  | M                              | 9,700   | 02/05/2004   | 02/05/2013  | Class A Common Stock | 9,700                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                      |       |
|--|---------------|-----------|----------------------|-------|
|  | Director      | 10% Owner | Officer              | Other |
| COBURN GORDON<br>C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP.<br>500 GLENPOINTE CENTRE WEST<br>TEANECK, NJ 07666 |               |           | Executive VP and CFO |       |

## Signatures

/s/ Steven E. Schwartz on behalf of Gordon Coburn, by Power of Attorney

03/01/2006

\*\*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 options were granted on February 5, 2003 pursuant to the Company's 1999 Incentive Compensation Plan, as amended. Such options vest as follows: 25% on February 5, 2004; 25% on February 5, 2005; 25% on February 5, 2006; and 25% on February 5, 2007. The Date Exercisable above reflects the first anniversary date of such option.
- (2) Includes multiple option grants with 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.