

COGNIZANT TECHNOLOGY SOLUTIONS CORP

Form 4

October 04, 2012

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
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WEISSMAN ROBERT EVAN

(Last) (First) (Middle)

**C/O COGNIZANT TECHNOLOGY
SOLUTIONS CORP., 500 FRANK
W. BURR BLVD**

(Street)

TEANECK, NJ 07666

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/02/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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

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)
			Code	V	Amount	(A) or (D)	Price		
Class A Common Stock	10/02/2012		M		20,000	A	\$ 34.51	457,888	D
Class A Common Stock	10/02/2012		M		20,000	A	\$ 37.48	477,888	D
Class A Common Stock	10/02/2012		M		10,000	A	\$ 34.51	487,888	D

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Class A Common Stock	10/02/2012	M	10,000	A	\$ 27.23	497,888	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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(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. 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) <u>(1)</u>	\$ 34.51	10/02/2012		A		20,000		05/05/2007	05/05/2016	Class A Common Stock	20,000
Class A Common Stock Option (Right to Buy) <u>(3)</u>	\$ 37.48	10/02/2012		A		20,000		06/07/2008	06/07/2017	Class A Common Stock	20,000
Class A Common Stock Option (Right to Buy) <u>(5)</u>	\$ 34.51	10/02/2012		A		10,000		06/10/2009	06/10/2018	Class A Common Stock	10,000
Class A Common Stock Option (Right to Buy) <u>(7)</u>	\$ 27.23	10/02/2012		A		10,000		06/05/2010	06/05/2016	Class A Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEISSMAN ROBERT EVAN C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 FRANK W. BURR BLVD TEANECK, NJ 07666			X	

Signatures

/s/ Steven Schwartz, on behalf of Robert E. Weissman, by power of attorney

10/04/2012

__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 May 5, 2006 pursuant to the Company's Amended and Restated 1999 Incentive Compensation Plan. Such options were fully vested on May 5, 2008. The Date Exercisable above reflects the first anniversary date of such option.
- (2) Excludes previously granted options for an aggregate of 70,000 shares of Class A Common Stock, which have different exercise prices and vesting dates.
- (3) Such options were granted on June 7, 2007 pursuant to the Company's Amended and Restated 1999 Incentive Compensation Plan. Such options were fully vested on June 7, 2009. The Date Exercisable above reflects the first anniversary date of such option.
- (4) Excludes previously granted options for an aggregate of 50,000 shares of Class A Common Stock, which have different exercise prices and vesting dates.
- (5) Such options were granted on June 10, 2008 pursuant to the Company's Amended and Restated 1999 Incentive Compensation Plan. Such options were fully vested on June 10, 2010. The Date Exercisable above reflects the first anniversary date of such option.
- (6) Excludes previously granted options for an aggregate of 40,000 shares of Class A Common Stock, which have different exercise prices and vesting dates.
- (7) Such options were granted on June 5, 2009 pursuant to the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan. Such options were fully vested on June 5, 2011. The Date Exercisable above reflects the first anniversary date of such option.
- (8) Excludes previously granted options for an aggregate of 30,000 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.