

RAMAKRISHNAN CHANDRASEKARAN
Form 4
March 04, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
RAMAKRISHNAN
CHANDRASEKARAN

(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)
02/28/2013

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)
Group Chief Exec-Tech & Ops

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Common Stock	02/28/2013		M		1,683 (1)	A	\$ 0 122,489 D
Class A Common Stock	02/28/2013		F		521 (2)	D	\$ 76.97 121,968 D
Class A Common Stock	02/28/2013		M		1,600 (3)	A	\$ 0 123,568 D

Class A Common Stock	02/28/2013	F	495 ⁽²⁾	D	\$ 76.97	123,073	D
Class A Common Stock	03/03/2013	M	1,435 ⁽⁴⁾	A	\$ 0	124,508	D
Class A Common Stock	03/03/2013	F	444 ⁽²⁾	A	\$ 77.94	124,064	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. 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 Security (Instr. 3 and 4)
Restricted Stock Units	\$ 0 ⁽⁵⁾	02/28/2013		M	1,683	02/28/2013 ⁽⁶⁾ 02/28/2013 ⁽⁶⁾	Class A Common Stock
Restricted Stock Units	\$ 0 ⁽⁵⁾	02/28/2013		M	1,600	02/28/2013 ⁽⁸⁾ 02/28/2013 ⁽⁸⁾	Class A Common Stock
Restricted Stock Units	\$ 0 ⁽⁵⁾	03/03/2013		M	1,435	03/03/2013 ⁽¹⁰⁾ 03/03/2013 ⁽¹⁰⁾	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RAMAKRISHNAN CHANDRASEKARAN
C/O COGNIZANT TECHNOLOGY SOLUTIONS
CORP
500 FRANK W. BURR BLVD
TEANECK, NJ 07666

Group Chief Exec-Tech &
Ops

Signatures

/s/ Steven Schwartz, on behalf of Chandrasekaran Ramakrishnan, by Power of
Attorney

03/04/2013

__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) Shares of the Company's Class A Common Stock received from the vesting of 1/12 of the restricted stock unit award granted on November 28, 2011.
- (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 November 30, 2010.
- (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 3, 2012
- (5) Each restricted stock unit represents a contingent right to receive one share of the Company's Class A Common Stock.
The restricted stock units were granted on November 28, 2011 under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan and vest in quarterly installments over three years, 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 November 28, 2014.
- (6) Excludes previously granted restricted stock units for an aggregate of 80,161 shares of Class A Common Stock, which have different vesting schedules.
The restricted stock units were granted on November 30, 2010 under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan, and vest in quarterly installments over three years, with 1/12th of the restricted stock units vesting on each quarterly vesting date so that the restricted stock units will be fully vested on the twelfth quarterly vesting date, November 30, 2013.
- (7) Excludes previously granted restricted stock units for an aggregate of 85,545 shares of Class A Common Stock, which have different vesting schedules.
The restricted stock units were granted on December 3, 2012 under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan and vest in quarterly installments over three years, beginning March 3, 2013, 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 3, 2015.
- (8) Excludes previously granted restricted stock units for an aggregate of 73,125 shares of Class A Common Stock, which have different vesting schedules.
- (9) Excludes previously granted restricted stock units for an aggregate of 73,125 shares of Class A Common Stock, which have different vesting schedules.
- (10) Excludes previously granted restricted stock units for an aggregate of 73,125 shares of Class A Common Stock, which have different vesting schedules.
- (11) Excludes previously granted restricted stock units for an aggregate of 73,125 shares of Class A Common Stock, which have different vesting schedules.

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.