

COGNIZANT TECHNOLOGY SOLUTIONS CORP
 Form 4
 May 19, 2016

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 *
 Thiruvengadam Sridhar

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 ___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)

Chief Operating Officer

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___X___ Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Class A Common Stock | 05/18/2016 | | S | 9,698 D \$ 61.436 (1) | 46,591 | D | |
| Class A Common Stock | 09/16/2013 | | A | 1,200 (2) A \$ 0 | 1,200 | I | By sibling (3) |
| Class A Common Stock | 12/16/2013 | | F | 32 D \$ 47.16 | 1,168 | I | By sibling (3) |

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| | | | | | | | | | |
|----------------------------|------------|--|---|-------|---|-----------|---------------|---|-------------------|
| Class A Common Stock | 03/16/2014 | | F | 31 | D | \$ 50.25 | 1,137 | I | By sibling (3) |
| Class A Common Stock | 06/16/2014 | | F | 31 | D | \$ 47.29 | 1,106 | I | By sibling (3) |
| Class A Common Stock | 09/16/2014 | | F | 31 | D | \$ 44.72 | 1,075 | I | By sibling (3) |
| Class A Common Stock | 12/16/2014 | | F | 31 | D | \$ 50.8 | 1,044 | I | By sibling (3) |
| Class A Common Stock | 03/16/2015 | | F | 31 | D | \$ 61.84 | 1,013 | I | By sibling (3) |
| Class A Common Stock | 06/16/2015 | | F | 31 | D | \$ 62.79 | 982 | I | By sibling (3) |
| Class A Common Stock | 09/16/2015 | | F | 31 | D | \$ 63.27 | 951 | I | By sibling (3) |
| Class A Common Stock | 12/16/2015 | | F | 31 | D | \$ 61.66 | 920 | I | By sibling (3) |
| Class A Common Stock | 03/16/2016 | | F | 31 | D | \$ 58.3 | 889 | I | By sibling (3) |
| Class A Common Stock | 05/17/2016 | | M | 3,200 | A | \$ 22.46 | 4,089 | I | By sibling (3) |
| Class A Common Stock | 05/17/2016 | | S | 3,200 | D | \$ (4) | 61.921 889 | I | By sibling (3) |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. D | S |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|------|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|------|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--|------------------------------------|------------------|------------|---|------|---|-----|-----|---------------------|--------------------|----------------------------|--|
| Employee Stock Option (Right to Buy) | \$ 22.46 | 05/17/2016 | M | 3,200 | | | (5) | | 03/13/2017 | | Class A Common Stock | 3,200 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Thiruvengadam Sridhar C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 FRANK W. BURR BLVD TEANECK, NJ 07666 | | | Chief Operating Officer | |

Signatures

/s/ Harry Demas, on behalf of Sridhar Thiruvengadam, by Power of Attorney

05/19/2016

**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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$61.42 to \$61.47, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, 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 ranges set forth in this footnote.

(2) Represents 1,200 restricted stock units granted to the reporting person's sibling. The restricted stock units were granted 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 September 16, 2016.

(3) The reporting person disclaims beneficial ownership of the securities held by the reporting person's sibling.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$61.92 to \$61.93, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, 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 ranges set forth in this footnote.

(5) Such options were fully vested on March 14, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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