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# FORM 4

## COGNIZANT TECHNOLOGY SOLUTIONS CORP - CTSH

**Filed: September 11, 2012 (period: September 07, 2012)**

Statement of changes in beneficial ownership of securities

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

| 1. Name and Address of Reporting Person* NARAYANAN LAKSHMI | 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) C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP., 500 FRANK W. BURR BLVD | 3. Date of Earliest Transaction (Month/Day/Year) 09/07/2012 | X Director          10% Owner X Officer (give          Other title below)          (specify below) Vice Chairman |
| (Street) TEANECK    NJ    07666 (City)    (State)    (Zip) | 4. If Amendment, Date of 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 |

## 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 | 09/07/2012 | | M | | 200,000 | A | $ 5.06 | 200,000 | D | |
| Class A Common Stock | 09/07/2012 | | S | | 91,533 | D | $ 66 | 108,467 | D | |
| Class A Common Stock | 09/07/2012 | | S | | 8,467 | D | $ 66.01 | 100,000 | D | |
| Class A Common Stock | 09/07/2012 | | S | | 100,000 | D | $ 67 | 0 | D | |

<table>
<tr>
<th colspan="12">Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned<br>(<i>e.g.</i>, puts, calls, warrants, options, convertible securities)</th>
</tr>
<tr>
<th rowspan="2">1. Title of Derivative Security (Instr. 3)</th>
<th rowspan="2">2. Conversion or Exercise Price of Derivative Security</th>
<th rowspan="2">3. Transaction Date (Month/Day/Year)</th>
<th rowspan="2">3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th colspan="2">4. Transaction Code (Instr. 8)</th>
<th colspan="2">5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th colspan="2">6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th colspan="2">7. Title and Amount of Underlying Securities (Instr. 3 and 4)</th>
<th rowspan="2">8. Price of Derivative Security (Instr. 5)</th>
<th rowspan="2">9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th rowspan="2">10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th rowspan="2">11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
<tr>
<th>Code</th>
<th>V</th>
<th>(A)</th>
<th>(D)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title</th>
<th>Amount or Number of Shares</th>
</tr>
<tr>
<td>Class A Common Stock Option (Right to Buy) (1)</td>
<td>$ 5.06</td>
<td>09/07/2012</td>
<td></td>
<td>M</td>
<td></td>
<td></td>
<td>200,000</td>
<td>02/05/2004</td>
<td>02/05/2013</td>
<td>Class A Common Stock</td>
<td>200,000</td>
<td>$ 0</td>
<td>470,000 (2)</td>
<td>D</td>
<td></td>
</tr>
</table>

**Explanation of Responses:**

1. Such options were granted on February 5, 2003 pursuant to the Company's Amended and Restated 1999 Incentive Compensation Plan. The options were 100% vested on February 5, 2007. The Date Exercisable above reflects the first anniversary date of such option.

2. Excludes previously granted options for an aggregate of 350,000 shares of Class A Common Stock, which have different exercise prices and vesting dates.

| | |
|---|---|
| /s/ Steven Schwartz, on behalf of Lakshmi Narayanan, by power of attorney | 09/11/2012 |
| ** Signature of Reporting Person | Date |

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

* 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).

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

**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 Number.**