

# Morningstar<sup>®</sup> Document Research<sup>SM</sup>

## **FORM 4**

### **COGNIZANT TECHNOLOGY SOLUTIONS CORP - CTSH**

**Filed: October 02, 2012 (period: September 28, 2012)**

Statement of changes in beneficial ownership of securities

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**

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

<b>1. Name and Address of Reporting Person *</b> <b>NARAYANAN LAKSHMI</b>  (Last) (First) (Middle) <b>C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP., 500 FRANK W. BURR BLVD</b>  (Street) <b>TEANECK NJ 07666</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <b>COGNIZANT TECHNOLOGY SOLUTIONS CORP [CTSH]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p align="center"><b>Vice Chairman</b></p>
	<b>3. Date of Earliest Transaction</b> (Month/Day/Year) <b>09/28/2012</b>	
	<b>4. If Amendment, Date of Original Filed</b> (Month/Day/Year)	

**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	09/28/2012		M		50,000	A	\$ 5.06	50,000	D	
Class A Common Stock	09/28/2012		S		45,565 <sup>(1)</sup>	D	\$ 69.98 <sup>(2)</sup>	4,435	D	
Class A Common Stock	09/28/2012		S		4,435 <sup>(1)</sup>	D	\$ 70.36 <sup>(3)</sup>	0	D	

**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)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class A Common Stock Option (Right to Buy) (4)	\$ 5.06	09/28/2012		M			50,000	02/05/2004	02/05/2013	Class A Common Stock	50,000	\$ 0	420,000 (5)	D	

**Explanation of Responses:**

- Such shares were sold pursuant to a Rule 10b5-1 Sales Plan.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$69.25 to \$70.24. The reporting person undertakes to provide to Cognizant Technology Solutions Corporation, any security holder of Cognizant Technology Solutions Corporation, 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 range set forth in this footnote to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$70.25 to \$70.63. The reporting person undertakes to provide to Cognizant Technology Solutions Corporation, any security holder of Cognizant Technology Solutions Corporation, 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 range set forth in this footnote to this Form 4.
- 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.
- 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

10/02/2012

\*\* 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.**