

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

## **FORM 4**

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

**Filed: December 04, 2012 (period: December 01, 2012)**

Statement of changes in beneficial ownership of securities

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**

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>RAMAKRISHNAN CHANDRASEKARAN</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)  Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  <b>Group Chief Exec-Tech &amp; Ops</b>
	<b>3. Date of Earliest Transaction</b> (Month/Day/Year) <b>12/01/2012</b>	
	<b>4. If Amendment, Date of Original Filed</b> (Month/Day/Year)	
		<b>6. Individual or Joint/Group Filing</b> (Check Applicable Line) <input checked="" type="checkbox"/> 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	12/01/2012		M		1,667 <sup>(1)</sup>	A	\$ 0	104,738	D	
Class A Common Stock	12/01/2012		F		516 <sup>(2)</sup>	D	\$ 67.23	104,222	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
Restricted Stock Units	\$ 0 <sup>(3)</sup>	12/01/2012		M			1,667	12/01/2012 <sup>(4)</sup>	12/01/2012 <sup>(4)</sup>	Class A Common Stock	1,667	\$ 0 <sup>(3)</sup>	0 <sup>(5)</sup>	D	

**Explanation of Responses:**

- 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 1, 2009.
- Represents the portion of shares of Class A Common Stock that the Company determined to settle in cash to pay applicable tax withholding.
- 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 December 1, 2009 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. The restricted stock units were fully vested on the twelfth quarterly vesting date, December 1, 2012.
- Excludes previously granted restricted stock units for an aggregate of 79,956 shares of Class A Common Stock, which have different vesting schedules.

/s/ Steven Schwartz, on  
behalf of Ramakrishnan  
Chandrasekaran, by Power 12/04/2012  
of Attorney

\*\* 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.

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