

## FORM 4

1(b).

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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

## 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

| OMB APPROVAL             |                      |  |  |  |  |  |  |  |
|--------------------------|----------------------|--|--|--|--|--|--|--|
| OMB<br>Number:           | 3235-0287            |  |  |  |  |  |  |  |
| Expires:                 | December 31,<br>2014 |  |  |  |  |  |  |  |
| Estimated average burden |                      |  |  |  |  |  |  |  |
| hours per                | 0.5                  |  |  |  |  |  |  |  |

response

| 1. Name and A                                   | -   | porting Person <sup>*</sup> | 2. Issuer Name <b>and</b> Ticker or Trading Symbol COGNIZANT TECHNOLOGY SOLUTIONS CORP [CTSH] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |   |   |  |
|---|---|-----------------------------|---|---|---|---|--|
|   | C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP., 500 FRANK W. BURR |                             | 3. Date of Earliest Transaction<br>(Month/Day/Year)<br>12/03/2012                             | X   | Officer (give title below)  Chief Executive | 10% Owner Other (specify below) e Officer |  |
| (Street) TEANECK NJ 07666  (City) (State) (Zip) |   |                             | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                      | (Che  | oup Filing<br>eporting Person<br>an One     |   |  |

| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |  |   |                                      |   |                                    |  |       |   |  |   |  |
|--|--|---|--------------------------------------|---|------------------------------------|--|-------|---|--|---|--|
| 1.Title<br>of<br>Security<br>(Instr. 3)  | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 3.<br>Transact<br>Code<br>(Instr. 8) |   | Acquired (A) or<br>Disposed of (D) |  |       | 5. Amount of<br>Securities<br>Beneficially<br>Owned         | 6.<br>Ownership<br>Form:<br>Direct (D) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership |  |
|  |  |   | Code                                 | V | Amount (A) or (D) Price            |  | Price | Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | , , , ,                                | (Instr. 4)  |  |

|   | Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) |  |   |                                    |   |                         |     |   |                    |                            |  |   |  |  |  |
|---|--|--|---|------------------------------------|---|-------------------------|-----|---|--------------------|----------------------------|--|---|--|--|--|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security  | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transac<br>Code<br>(Instr. 8 |   | Number of<br>Derivative |     | 6. Date<br>Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | te Underlying              |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|   |  |  |   | Code                               | v | (A)                     | (D) | Date<br>Exercisable   | Expiration<br>Date | Title                      | Amount<br>or<br>Number<br>of<br>Shares |   |  |  |  |
| Restricted<br>Stock Units                           | (1)  | 12/03/2012                                 |   | А                                  |   | 50,138                  |     | (2)   | (2)                | Class A<br>Common<br>Stock | 50,138                                 | \$0   | 286,374 (3)  | D  |  |

## **Explanation of Responses:**

- 1. Each restricted stock unit represents a contingent right to receive one share of the Company's Class A common stock.
- 2. 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, 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.
- 3. This number reflects the number of stock units beneficially owned following the reported transaction and includes multiple stock unit grants with different vesting dates.

/s/ Steven E. Schwartz, on behalf of Francisco 12/05/2012 D'Souza, by Power of Attorney

\*\* Signature of Reporting Date Person

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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