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FORM 4

COGNIZANT TECHNOLOGY SOLUTIONS CORP - CTSH

Filed: February 05, 2013 (period: February 01, 2013)

Statement of changes in beneficial ownership of securities

| OMB APPROVAL | |
|---|-------------------|
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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 * McLoughlin Karen <hr/> (Last) (First) (Middle) COGNIZANT TECHNOLOGY SOLUTIONS CORP., 500 FRANK W. BURR BLVD. <hr/> (Street) TEANECK NJ 07666 <hr/> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol COGNIZANT TECHNOLOGY SOLUTIONS CORP [CTSH] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Financial Officer |
| | 3. Date of Earliest Transaction (Month/Day/Year) 02/01/2013 | |
| | | 4. If Amendment, Date of Original Filed (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 | 02/01/2013 | | M | | 1,042 ⁽¹⁾ | A | \$ 0 | 9,638 | D | |
| Class A Common Stock | 02/01/2013 | | F | | 414 ⁽²⁾ | D | \$ 78.98 | 9,224 | 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 ⁽³⁾ | 02/01/2013 | | M | | | 1,042 | 02/01/2013 ⁽⁴⁾ | 02/01/2013 ⁽⁴⁾ | Class A Common Stock | 1,042 | \$ 0 ⁽³⁾ | 7,292 ⁽⁵⁾ | 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 March 21, 2011.
- 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 March 21, 2011 under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan and vest in quarterly installments over three years, beginning February 1, 2012, 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 November 1, 2014.
- Excludes previously granted restricted stock units for an aggregate of 12,361 shares of Class A Common Stock, which have different vesting schedules.

[/s/ Steven Schwartz, on behalf of Karen McLoughlin, by Power of Attorney](#) 02/05/2013

** 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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