

COGNIZANT TECHNOLOGY SOLUTIONS CORP

Form 4

August 05, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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 OF
SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
McLoughlin Karen

(Last) (First) (Middle)

COGNIZANT TECHNOLOGY
SOLUTIONS CORP., 500 FRANK
W. BURR BLVD.

(Street)

TEANECK, NJ 07666

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
COGNIZANT TECHNOLOGY
SOLUTIONS CORP [CTSH]

3. Date of Earliest Transaction
(Month/Day/Year)
08/01/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Chief Financial Officer

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Class A Common Stock	08/01/2014		M		2,083 (1)	A \$ 0	24,256 D
Class A Common Stock	08/01/2014		F		1,081 (2)	D \$ 49.29	23,175 D

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

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SEC 1474
(9-02)

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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 (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 Security (Instr. 3 and 4)
Restricted Stock Units	\$ 0 ⁽³⁾	08/01/2014		M	2,083	08/01/2014 ⁽⁴⁾ 08/01/2014 ⁽⁴⁾	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
McLoughlin Karen COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 FRANK W. BURR BLVD. TEANECK, NJ 07666	Director 10% Owner Officer Chief Financial Officer

Signatures

/s/ Dana L. Gilbert, on behalf of Karen McLoughlin, by Power of Attorney

08/05/2014

____Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) 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.

(2) Represents the portion of shares of Class A Common Stock that the Company determined to settle in cash to pay applicable tax withholding.

(3) 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.

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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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