

COGNIZANT TECHNOLOGY SOLUTIONS CORP

Form 4

December 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 *
Mehta Rajeev

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/03/2014

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
CEO, IT Services

C/O COGNIZANT TECHNOLOGY
SOLUTIONS CORP., 500 FRANK
W. BURR BLVD

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

TEANECK, NJ 07666

(City) (State) (Zip)

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	12/03/2014		M		3,865 <u>(1)</u>	A	\$ 0	69,786	D
Class A Common Stock	12/03/2014		F		1,622 <u>(2)</u>	D	\$ 54.44	68,164	D
Class A Common Stock	12/03/2014		M		3,034 <u>(3)</u>	A	\$ 0	71,198	D

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Class A Common Stock	12/03/2014	F	<u>1,273</u> (2)	D	\$ 54.44	69,925	D	
Class A Common Stock						102,656	I	By Rajeev Mehta 2012 Irrevocable Trust
Class A Common Stock						102,658	I	By Ruchita Mehta 2012 Irrevocable Trust

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

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SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽⁴⁾	12/03/2014		M	3,865	12/03/2014 ⁽⁵⁾ 12/03/2014 ⁽⁵⁾	Class A Common Stock	3,865
Restricted Stock Units	\$ 0 ⁽⁴⁾	12/03/2014		M	3,034	12/03/2014 ⁽⁶⁾ 12/03/2014 ⁽⁶⁾	Class A Common Stock	3,034

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Mehta Rajeev C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP.	CEO, IT Services

500 FRANK W. BURR BLVD
TEANECK, NJ 07666

Signatures

/s/ Dana L. Gilbert, on behalf of Rajeev Mehta, by Power of
Attorney

12/05/2014

____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 December 3, 2012.
- (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) 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 3, 2013.
- (4) Each restricted stock unit represents a contingent right to receive one share of the Company's Class A Common Stock.
- (5) 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.
- (6) The restricted stock units were granted on December 3, 2013 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, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.