COGNIZANT TECHNOLOGY SOLUTIONS CORP
Form 4
June 05, 2015

FORM 4

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 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

OMB APPROVAL	
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(Print or Type Responses)

1. Name and Address of Reporting Person * SINHA DHARMENDRA KUMAR	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) 06/03/2015	_____ Director　　_____ 10% Owner __X__ Officer (give title _____ Other (specify below)　　　　below) 　　EVP, President Client Serv.
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	06/03/2015		M		1,000 (1)	A	$ 0	12,559	D	
Class A Common Stock	06/03/2015		F		376 (2)	D	$ 65.7	12,183	D	
Class A Common Stock	06/03/2015		M		5,920 (3)	A	$ 0	18,103	D	

Class A Common Stock	06/03/2015			F	2,225 (2)	D	$ 65.7	15,878	D

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

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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 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)	
									Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V	(A)	(D)					
Restricted Stock Units	$ 0 (4)	06/03/2015		M		1,000		06/03/2015 (5)	06/03/2015 (5)	Class A Common Stock	1,0
Restricted Stock Units	$ 0 (4)	06/03/2015		M		5,920		06/03/2015 (6)	06/03/2015 (6)	Class A Common Stock	5,9

Reporting Owners

	Relationships			
Reporting Owner Name / Address	Director	10% Owner	Officer	Other
SINHA DHARMENDRA KUMAR C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 FRANK W. BURR BLVD TEANECK, NJ 07666			EVP, President Client Serv.	

Signatures

/s/ Dana L. Gilbert, on behalf of Dharmendra Kumar Sinha, by Power of Attorney	06/05/2015
__**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, 2013.

(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)   Represents the number of shares of Class A Common Stock received from the vesting of 1/2 of the vested performance-based restricted stock units previously granted to the reporting person under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan 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, 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.

(6)   The performance-based restricted stock units were granted on December 3, 2013 under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan. In accordance with the performance-based restricted stock unit award, 1/2 of the vested performance-based restricted stock units were issuable on June 3, 2015, provided the reporting person remained in the Company's service through such anniversary date. The remaining 1/2 of the vested performance-based restricted stock units shall be issued on December 3, 2016, provided that the reporting person remains in the Company's service through such anniversary date.

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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