

DSOUZA FRANCISCO

Form 4

April 08, 2005

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DSOUZA FRANCISCO

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)
C/O COGNIZANT TECHNOLOGY
SOLUTIONS CORP., 500
GLENPOINTE CENTRE WEST

3. Date of Earliest Transaction
(Month/Day/Year)
04/06/2005

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

(Street)
TEANECK, NJ 07666

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

(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	04/06/2005		M		10,000	A	\$ 4.729	84,142	D
Class A Common Stock	04/06/2005		S		<u>1,032</u> ⁽¹⁾	D	\$ 48.1	84,142	D
Class A Common Stock	04/06/2005		S		232 <u>(1)</u>	D	\$ 48.11	84,142	D

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Class A Common Stock	04/06/2005	S	16 <u>(1)</u>	D	\$ 48.12	84,142	D
Class A Common Stock	04/06/2005	S	1,074 <u>(1)</u>	D	\$ 48.13	84,142	D
Class A Common Stock	04/06/2005	S	685 <u>(1)</u>	D	\$ 48.15	84,142	D
Class A Common Stock	04/06/2005	S	520 <u>(1)</u>	D	\$ 48.16	84,142	D
Class A Common Stock	04/06/2005	S	200 <u>(1)</u>	D	\$ 48.17	84,142	D
Class A Common Stock	04/06/2005	S	1,200 <u>(1)</u>	D	\$ 48.18	84,142	D
Class A Common Stock	04/06/2005	S	200 <u>(1)</u>	D	\$ 48.19	84,142	D
Class A Common Stock	04/06/2005	S	15 <u>(1)</u>	D	\$ 48.2	84,142	D
Class A Common Stock	04/06/2005	S	600 <u>(1)</u>	D	\$ 48.25	84,142	D
Class A Common Stock	04/06/2005	S	538 <u>(1)</u>	D	\$ 48.26	84,142	D
Class A Common Stock	04/06/2005	S	10 <u>(1)</u>	D	\$ 48.28	84,142	D
Class A Common Stock	04/06/2005	S	1,178 <u>(1)</u>	D	\$ 48.3	84,142	D
Class A Common Stock	04/06/2005	S	900 <u>(1)</u>	D	\$ 48.31	84,142	D
Class A Common Stock	04/06/2005	S	400 <u>(1)</u>	D	\$ 48.32	84,142	D
Class A Common	04/06/2005	S	200 <u>(1)</u>	D	\$ 48.33	84,142	D

Stock

Class A Common Stock	04/06/2005	S	400 ⁽¹⁾	D	\$ 48.34	84,142	D
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Class A Common Stock	04/06/2005	S	600 ⁽¹⁾	D	\$ 48.37	84,142	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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 of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class A Common Stock Option (Right to Buy) ⁽²⁾	\$ 4.729	04/06/2005		M	10,000	03/29/2002 03/29/2011	Class A Common Stock	10,000	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
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DSOUZA FRANCISCO
C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP.
500 GLENPOINTE CENTRE WEST
TEANECK, NJ 07666

Chief Operating Officer

Signatures

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

04/08/2005

__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) Such shares were sold pursuant to a Rule 10b5-1 Sales Plan.

Such options were granted on March 29, 2001 pursuant to the Company's 1999 Incentive Compensation Plan, as amended. Such options

(2) vest as follows: 20% on March 29, 2002; 20% on March 29, 2003; 30% on March 29, 2004; and 30% on March 29, 2005. The Date Exercisable above reflects the first anniversary date of such option.

(3) Includes multiple option grants with different exercise prices and vesting dates.

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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