

HOWE ROBERT W
Form 4
June 10, 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 *
HOWE ROBERT W

(Last) (First) (Middle)

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

(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)
06/09/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	06/09/2005		M		24,236	A	\$ 7.578 13,400
Class A Common Stock	06/09/2005		S		5,000	D	\$ 46.875 13,400
Class A Common Stock	06/09/2005		S		1,055	D	\$ 46.925 13,400

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Class A Common Stock	06/09/2005	S	100	D	\$ 46.935	13,400	D
Class A Common Stock	06/09/2005	S	1,245	D	\$ 46.945	13,400	D
Class A Common Stock	06/09/2005	S	400	D	\$ 46.955	13,400	D
Class A Common Stock	06/09/2005	S	800	D	\$ 46.975	13,400	D
Class A Common Stock	06/09/2005	S	709	D	\$ 46.985	13,400	D
Class A Common Stock	06/09/2005	S	1,500	D	\$ 46.986	13,400	D
Class A Common Stock	06/09/2005	S	500	D	\$ 46.995	13,400	D
Class A Common Stock	06/09/2005	S	891	D	\$ 47.005	13,400	D
Class A Common Stock	06/09/2005	S	2,200	D	\$ 47.015	13,400	D
Class A Common Stock	06/09/2005	S	500	D	\$ 47.016	13,400	D
Class A Common Stock	06/09/2005	S	100	D	\$ 47.025	13,400	D
Class A Common Stock	06/09/2005	S	4,400	D	\$ 47.125	13,400	D
Class A Common Stock	06/09/2005	S	4,236	D	\$ 47.175	13,400	D
Class A Common Stock	06/09/2005	S	600	D	\$ 47.195	13,400	D

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

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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) ⁽¹⁾	\$ 7.578	06/09/2005		M	24,236	06/05/2003 06/05/2012	Class A Common Stock 24,236

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HOWE ROBERT W C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 GLENPOINTE CENTRE WEST TEANECK, NJ 07666	X

Signatures

/s/ Steven Schwartz on behalf of Robert W. Howe, by Power of Attorney

06/09/2005

 **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 options were granted on June 5, 2002 pursuant to the Company's 1999 Incentive Compensation Plan, as amended. Such options were 100% vested on June 5, 2004.

(2) 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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