

COGNIZANT TECHNOLOGY SOLUTIONS CORP

Form 4

December 11, 2008

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

OMB APPROVAL

OMB  
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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 \*  
COBURN GORDON2. 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)  
12/09/2008☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)  
Chief Oper. and Fin. OfficerC/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)  
☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
|                                       |   |   | Code                                 | V  | Amount   | (A)<br>or<br>(D)   | Price   |

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.**SEC 1474  
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)                      | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                            |                            |
|--|---|---|---|---|---|--|-----|---|--------------------|----------------------------|----------------------------|
|  |   |   |   | Code                                    | V   | (A)  | (D) | Date<br>Exercisable   | Expiration<br>Date | Title                      | Amount<br>Number<br>Shares |
| Restricted<br>Stock<br>Units   | <u>(1)</u>  | 12/09/2008                              |   | A                                       |   | 80,000   |     | <u>(2)</u>  | <u>(2)</u>         | Class A<br>Common<br>Stock | 80,000                     |
| Class A<br>Common<br>Stock<br>Option<br>(Right to<br>Buy) <sup>(4)</sup> | \$ 18.21  | 12/09/2008                              |   | A                                       |   | 130,000  |     | 12/09/2009  | 12/09/2018         | Class A<br>Common<br>Stock | 130,000                    |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                 |       |
|---|---------------|-----------|---------------------------------|-------|
|   | Director      | 10% Owner | Officer                         | Other |
| COBURN GORDON<br>C/O COGNIZANT TECHNOLOGY SOLUTIONS<br>CORP.<br>500 FRANK W. BURR BLVD<br>TEANECK, NJ 07666 |               |           | Chief Oper. and Fin.<br>Officer |       |

## Signatures

/s/ Steven E. Schwartz on behalf of Gordon Coburn, by Power of Attorney

12/10/2008

    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) Each restricted stock unit represents a contingent right to receive one share of the Company's Class A common stock.
- (2) The restricted stock units were granted under the Company's Amended and Restated 1999 Incentive Compensation Plan, as amended, 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 9, 2011.
- (3) This number reflects the number of stock units beneficially owned following the reported transaction and includes multiple stock unit grants with different vesting dates.
- (4) Such options were granted on December 9, 2008 pursuant to the Company's Amended and Restated 1999 Incentive Compensation Plan, as amended. Such options vest in four equal annual installments, with 25% of the options vesting on the one year anniversary of the grant date, 25% of the options vesting on the two year anniversary of the grant date, 25% of the options vesting on the three year anniversary of the grant date and 25% of the options vesting on the four year anniversary of the grant date, so

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that the options will be fully vested on the four year anniversary of the grant date. The options will be fully vested on December 9, 2012. The Date Exercisable above reflects the first anniversary date of such options.

- (5) This number reflects the number of stock options beneficially owned following the reported transaction and 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.

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.