

DSOUZA FRANCISCO

Form 4

November 25, 2009

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 *
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 FRANK
W. BURR BLVD

3. Date of Earliest Transaction
(Month/Day/Year)
11/23/2009

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

(Street)
TEANECK, NJ 07666

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

(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	11/23/2009		M		175,440	A	\$ 5.06	344,121 D
Class A Common Stock	11/23/2009		S		100	<u>D</u> (1)	\$ 44.03	344,021 D
Class A Common Stock	11/23/2009		S		100	<u>D</u> (1)	\$ 44.05	343,921 D

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Class A Common Stock	11/23/2009	S	3,650	<u>D</u> (1)	\$ 44.08	340,271	D
Class A Common Stock	11/23/2009	S	400	<u>D</u> (1)	\$ 44.1	339,871	D
Class A Common Stock	11/23/2009	S	400	<u>D</u> (1)	\$ 44.11	339,471	D
Class A Common Stock	11/23/2009	S	600	<u>D</u> (1)	\$ 44.12	338,871	D
Class A Common Stock	11/23/2009	S	200	<u>D</u> (1)	\$ 44.13	338,671	D
Class A Common Stock	11/23/2009	S	200	<u>D</u> (1)	\$ 44.14	338,471	D
Class A Common Stock	11/23/2009	S	97	<u>D</u> (1)	\$ 44.16	338,374	D
Class A Common Stock	11/23/2009	S	103	<u>D</u> (1)	\$ 44.17	338,271	D
Class A Common Stock	11/23/2009	S	400	<u>D</u> (1)	\$ 44.19	337,871	D
Class A Common Stock	11/23/2009	S	400	<u>D</u> (1)	\$ 44.2	337,471	D
Class A Common Stock	11/23/2009	S	400	<u>D</u> (1)	\$ 44.21	337,071	D
Class A Common Stock	11/23/2009	S	1,200	<u>D</u> (1)	\$ 44.22	335,871	D
Class A Common Stock	11/23/2009	S	600	<u>D</u> (1)	\$ 44.23	335,271	D
Class A Common Stock	11/23/2009	S	200	<u>D</u> (1)	\$ 44.24	335,071	D
Class A Common	11/23/2009	S	400	<u>D</u> (1)	\$ 44.26	334,671	D

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Stock

Class A Common Stock	11/23/2009	S	1,600	<u>D</u> (1)	\$ 44.27	333,071	D
Class A Common Stock	11/23/2009	S	100	<u>D</u> (1)	\$ 44.28	332,971	D
Class A Common Stock	11/23/2009	S	2,300	<u>D</u> (1)	\$ 44.29	330,671	D
Class A Common Stock	11/23/2009	S	2,600	<u>D</u> (1)	\$ 44.3	328,071	D
Class A Common Stock	11/23/2009	S	3,400	<u>D</u> (1)	\$ 44.31	324,671	D
Class A Common Stock	11/23/2009	S	2,300	<u>D</u> (1)	\$ 44.32	322,371	D
Class A Common Stock	11/23/2009	S	2,200	<u>D</u> (1)	\$ 44.33	320,171	D
Class A Common Stock	11/23/2009	S	2,700	<u>D</u> (1)	\$ 44.34	317,471	D
Class A Common Stock	11/23/2009	S	3,100	<u>D</u> (1)	\$ 44.35	314,371	D
Class A Common Stock	11/23/2009	S	3,098	<u>D</u> (1)	\$ 44.36	311,273	D
Class A Common Stock	11/23/2009	S	4,200	<u>D</u> (1)	\$ 44.37	307,073	D
Class A Common Stock	11/23/2009	S	2,400	<u>D</u> (1)	\$ 44.38	304,673	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 of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Class A Common Stock Option (Right to Buy) ⁽²⁾	\$ 5.06	11/23/2009		M		175,440		02/05/2004	02/05/2013	Class A Common Stock	175,440

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DSOUZA FRANCISCO C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 FRANK W. BURR BLVD TEANECK, NJ 07666	X President and CEO

Signatures

/s/ Steven Schwartz, on behalf of Francisco D'Souza, by power of attorney

11/24/2009

__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.
- (2) Such options were granted on February 5, 2003 pursuant to the Company's Amended and Restated 1999 Incentive Compensation Plan. The options were 100% vested on February 5, 2007. The Date Exercisable above reflects the first anniversary date of such option.
- (3) Excludes previously granted options for an aggregate of 490,000 shares of Class A Common Stock, which have 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.