#### DSOUZA FRANCISCO

Form 4

March 11, 2010

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **DSOUZA FRANCISCO** Issuer Symbol COGNIZANT TECHNOLOGY (Check all applicable) SOLUTIONS CORP [CTSH] X\_ Director (Last) (First) (Middle) 3. Date of Earliest Transaction 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) C/O COGNIZANT TECHNOLOGY 03/09/2010 President and CEO SOLUTIONS CORP., 500 FRANK W. BURR BLVD (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting TEANECK, NJ 07666 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Indirect Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) (Instr. 3 and 4) Code V (D) Price Amount Class A 10,833 Common 03/09/2010 M Α \$0 187,844 D (1) Stock Class A 3,821 Common 03/09/2010 F D 184,023 D (2)

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

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Relationships

## 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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	6. Date Exercisable and Expir Date (Month/Day/Year)	Ţ	7. Title and A Underlying S (Instr. 3 and 4	Secui
				Code V	and 5)	Date Exercisable Expiration	Date T	Γitle	Am or Nu of S
Restricted Stock Units	\$ 0 (3)	03/09/2010		M	10,833	03/09/2010(4) 03/09/20	10(4)	Class A Common Stock	10

## **Reporting Owners**

Reporting Owner Name / Address	<b>-</b>					
	Director	10% Owner	Officer	Other		
DSOUZA FRANCISCO C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 FRANK W. BURR BLVD	X		President and CEO			

### **Signatures**

TEANECK, NJ 07666

/s/Steven Schwartz on behalf of Francisco D'Souza, by Power of Attorney 03/11/2010

\*\*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 9, 2008.
- (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) Each restricted stock unit represents a contingent right to receive one share of the Company's Class A Common Stock.
- The restricted stock units were granted under the Company's Amended and Restated 1999 Incentive Compensation Plan, as amended, on December 9, 2008 and vest in quarterly installments over three years, with 1/12 of the restricted stock units vesting on each quarterly vesting date so that the restricted stock units will be fully vested on the twelfth quarterly vesting date, December 9, 2011.

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.

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