

COGNIZANT TECHNOLOGY SOLUTIONS CORP

Form 4

December 07, 2015

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 McLoughlin Karen

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)
 COGNIZANT TECHNOLOGY
 SOLUTIONS CORP., 500 FRANK
 W. BURR BLVD.

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/03/2015

____ Director ____ 10% Owner
 ___X___ Officer (give title below) ____ Other (specify below)
 Chief Financial 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 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	12/03/2015		M		1,668 (1)	A \$ 0	24,606 D
Class A Common Stock	12/03/2015		F		865 (2)	D \$ 61.67	23,741 D
Class A Common Stock	12/03/2015		M		1,226 (3)	A \$ 0	24,967 D

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Class A Common Stock	12/03/2015	F	636 ⁽²⁾	D	\$ 61.67	24,331	D
Class A Common Stock	12/03/2015	M	33,190 ⁽⁴⁾	A	\$ 0	57,521	D
Class A Common Stock	12/03/2015	F	17,210 ⁽²⁾	D	\$ 61.67	40,311	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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Units	\$ 0 ⁽⁵⁾	12/03/2015		M	1,668	12/03/2015 ⁽⁶⁾ 12/03/2015 ⁽⁶⁾	Class A Common Stock
Restricted Stock Units	\$ 0 ⁽⁵⁾	12/03/2015		M	1,226	12/03/2015 ⁽⁷⁾ 12/03/2015 ⁽⁷⁾	Class A Common Stock
Restricted Stock Units	\$ 0 ⁽⁵⁾	12/03/2015		M	33,190	12/03/2015 ⁽⁸⁾ 12/03/2015 ⁽⁸⁾	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McLoughlin Karen COGNIZANT TECHNOLOGY SOLUTIONS CORP.			Chief Financial	

500 FRANK W. BURR BLVD.
TEANECK, NJ 07666

Officer

Signatures

/s/ Harry Demas, on behalf of Karen McLoughlin, by Power of
Attorney

12/07/2015

__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 3, 2012.

(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) 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 3, 2013.

(4) Represents the number of shares of Class A Common Stock received from the vesting of 2/3 of the vested performance-based restricted stock units previously granted to the reporting person under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan on December 3, 2012.

(5) Each restricted stock unit represents a contingent right to receive one share of the Company's Class A Common Stock.

(6) The restricted stock units were granted on December 3, 2012 under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan 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 were fully vested on December 3, 2015.

(7) The restricted stock units were granted on December 3, 2013 under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan 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 3, 2016.

(8) The performance-based restricted stock units were granted on December 3, 2012 under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan. In accordance with the performance-based restricted stock unit award, 1/3 of the vested performance-based restricted stock units were issuable on the eighteen-month anniversary of the date of grant of such performance-based restricted stock units, provided the reporting person remained in the Company's service through such anniversary date. The remaining 2/3 of the vested performance-based restricted stock units were issuable on the thirty-six month anniversary of the date of grant of such performance-based restricted stock units, provided that the reporting person remained in the Company's service through such anniversary date.

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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