

HOWE ROBERT W
Form 4
August 10, 2010

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 *
HOWE ROBERT W

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)

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

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

C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP., 500 FRANK W. BURR BLVD

08/09/2010

(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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | 08/09/2010 | | M | 20,000 | A \$ 34.51 | 33,592 | D |
| Class A Common Stock | 08/09/2010 | | M | 20,000 | A \$ 37.48 | 53,592 | D |
| Class A Common Stock | 08/09/2010 | | S | 34,829 | D \$ 60.98 | 18,763 | D |

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| | | | | | | | |
|----------------------------|------------|---|-------|---|-------------|--------|---|
| Class A Common Stock | 08/09/2010 | S | 2,267 | D | \$ 60.99 | 16,496 | D |
| Class A Common Stock | 08/09/2010 | S | 2,704 | D | \$ 61 | 13,792 | D |
| Class A Common Stock | 08/09/2010 | S | 200 | D | \$ 61.02 | 13,592 | 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⁾ | \$ 34.51 | 08/09/2010 | | M | 20,000 | 05/05/2007 05/05/2016 | Class A Common Stock | 20,000 | |
| Class A Common Stock Option (Right to Buy) ⁽³⁾ | \$ 37.48 | 08/09/2010 | | M | 20,000 | 06/07/2008 06/07/2017 | Class A Common Stock | 20,000 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HOWE ROBERT W
C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP.
500 FRANK W. BURR BLVD
TEANECK, NJ 07666

X

Signatures

/s/ Steven Schwartz, on behalf of Robert W. Howe, by power of attorney

08/10/2010

__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) Such options were granted on May 5, 2006 pursuant to the Company's Amended and Restated 1999 Incentive Compensation Plan. Such options were fully vested on May 5, 2008. The date exercisable above reflects the first anniversary of such option grant.
- (2) Excludes previously granted options for an aggregate of 30,000 shares of Class A Common Stock, which have different exercise prices and vesting dates.
- (3) Such options were granted on June 7, 2007 pursuant to the Company's Amended and Restated 1999 Incentive Compensation Plan. Such options were fully vested on June 7, 2009. The date exercisable above reflects the first anniversary of such option grant.

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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