## Edgar Filing: RAMAKRISHNAN CHANDRASEKARAN - Form 4

### RAMAKRISHNAN CHANDRASEKARAN

Form 4

#### December 04, 2012 **OMB APPROVAL** FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB** 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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). (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 RAMAKRISHNAN Issuer Symbol **CHANDRASEKARAN** COGNIZANT TECHNOLOGY (Check all applicable) SOLUTIONS CORP [CTSH] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify X\_ Officer (give title (Month/Day/Year) below) C/O COGNIZANT TECHNOLOGY 12/01/2012 Group Chief Exec-Tech & Ops 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 Person

	(City)	(State)	(Zip) Table	e I - Non-D	Derivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
S	Title of ecurity Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	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)
(	Class A Common Stock	12/01/2012		M	24,000 (1)	A	\$ 0	128,222	D	
(	Class A Common Stock	12/01/2012		F	7,416 (2)	D	\$ 67.23	120,806	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

## Edgar Filing: RAMAKRISHNAN CHANDRASEKARAN - Form 4

displays a currently valid OMB control number.

# 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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secur (Instr. 3 and 4)	
				Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of S
Restricted Stock Units	\$ 0 (3)	12/01/2012		M	24,000	12/01/2012(4)	12/01/2012(4)	Class A Common Stock	24

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

Group Chief Exec-Tech & Ops

## **Signatures**

/s/ Steven Schwartz on behalf of Ramakrishnan Chandrasekaran, by Power of Attorney

12/04/2012

\*\*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).
- Represents the number of shares of Class A Common Stock received from the vesting of 2/3 of the vested performance-based restricted (1) stock units previously granted to the reporting person under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan on December 1, 2009.
- (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.
- (4) The performance-based restricted stock units were granted on December 1, 2009 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 issued on the eighteen-month anniversary of the date of grant of such performance-based restricted stock units and 2/3 of the vested performance-based restricted stock units were issued on the thirty-six month anniversary of the

Reporting Owners 2

## Edgar Filing: RAMAKRISHNAN CHANDRASEKARAN - Form 4

date of grant of such performance-based restricted stock units.

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.