

KLEIN JOHN E
 Form 4
 December 17, 2012

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 *
 KLEIN JOHN E

2. Issuer Name and Ticker or Trading Symbol
 COGNIZANT TECHNOLOGY SOLUTIONS CORP [CTSH]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman of the Board

(Last) (First) (Middle)
 C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP., 500 FRANK W. BURR BLVD

3. Date of Earliest Transaction (Month/Day/Year)
 12/13/2012

(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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Common Stock	12/13/2012		M	700	A	\$ 37.48	443,800	D
Class A Common Stock	12/13/2012		M	10,000	A	\$ 34.51	453,800	D
Class A Common Stock	12/13/2012		M	10,000	A	\$ 27.23	463,800	D

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Class A Common Stock	12/13/2012		M	5,000	A	\$ 49.14	468,800	D
Class A Common Stock	12/13/2012		S	50,300	D	\$ 72.01 <u>(1)</u>	418,500	D
Class A Common Stock	12/13/2012		S	600	D	\$ 72.87	417,900	D

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

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SEC 1474
(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) ⁽²⁾	\$ 37.48	12/13/2012		M	700	06/07/2008 06/07/2017	Class A Common Stock 700
Class A Common Stock Option (Right to Buy) ⁽⁴⁾	\$ 34.51	12/13/2012		M	10,000	06/10/2009 06/10/2018	Class A Common Stock 10,000
Class A Common Stock Option (Right to Buy) ⁽⁵⁾	\$ 27.23	12/13/2012		M	10,000	06/05/2010 06/05/2016	Class A Common Stock 10,000

Class A Common Stock Option (Right to Buy) ⁽⁶⁾	\$ 49.14	12/13/2012	M	5,000	06/01/2011	06/01/2017	Class A Common Stock	5,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KLEIN JOHN E C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 FRANK W. BURR BLVD TEANECK, NJ 07666	X			Chairman of the Board

Signatures

/s/ Steven Schwartz, on behalf of John E. Klein, by power of attorney

12/17/2012

__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).

- (1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$71.75 to \$72.69. The reporting person undertakes to provide to Cognizant Technology Solutions Corporation, any security holder of Cognizant Technology Solutions Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.
- (2) 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.
- (3) Excludes previously granted options for an aggregate of 25,000 shares of Class A Common Stock, which have different exercise prices and vesting dates.
- (4) Such options were granted on June 10, 2008 pursuant to the Company's Amended and Restated 1999 Incentive Compensation Plan. Such options were fully vested on June 10, 2010. The date exercisable above reflects the first anniversary of such option grant.
- (5) Such options were granted on June 5, 2009 pursuant to the Company's 2009 Incentive Compensation Plan. Such options were fully vested on June 5, 2011. The date exercisable above reflects the first anniversary of such option grant.
- (6) Such options were granted on June 1, 2010 pursuant to the Company's 2009 Incentive Compensation Plan. Such options were fully vested on June 1, 2012. The date exercisable above reflects the first anniversary of such option grant.
- (7) Excludes previously granted options for an aggregate of 20,000 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.

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