

COGNIZANT TECHNOLOGY SOLUTIONS CORP

Form 4

March 26, 2014

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 *
KRISHNASWAMY VENKAT

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/24/2014

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
EVP, Pres Healthcare & Life Sc

(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 Ownership (Instr. 4)
Class A Common Stock	03/24/2014		M	834 ⁽¹⁾ (2)	A \$ 0 16,732 ⁽²⁾	D	
Class A Common Stock	03/24/2014		F	254 ⁽²⁾ (3)	\$ 49.07 16,478 ⁽²⁾ (2)	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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. 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)
Restricted Stock Units	\$ 0 ⁽⁴⁾	03/24/2014		M	834 ⁽²⁾	03/24/2014 ⁽⁵⁾ 03/24/2014 ⁽⁵⁾	Class A Common Stock 834 (3)

Reporting Owners

Reporting Owner Name / Address	Relationships
KRISHNASWAMY VENKAT C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 FRANK W. BURR BLVD TEANECK, NJ 07666	Director 10% Owner Officer Other EVP, Pres Healthcare & Life Sc

Signatures

/s/ Dana L. Gilbert, on behalf of Venkat Krishnaswamy, by Power of Attorney

03/26/2014

____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 March 24, 2012.
- (2) This number reflects the Issuer's two-for-one stock split in the form of a 100% stock dividend, which was effected on March 7, 2014.
- (3) Represents the portion of shares of Class A Common Stock that the Company determined to settle in cash to pay applicable tax withholding.
- (4) Each restricted stock unit represents a contingent right to receive one share of the Company's Class A Common Stock.

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The restricted stock units were granted on March 24, 2012 under the Cognizant Technology Solutions 2009 Incentive Compensation Plan
(5) and vest in equal quarterly installments over 12 quarters beginning on June 24, 2012, so that the stock units will be fully vested on March 24, 2015.

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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