KLEIN JOHN E

Form 4

September 16, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

January 31, Expires: 2005

OMB APPROVAL

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Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * KLEIN JOHN E

2. Issuer Name and Ticker or Trading

Issuer

Symbol

(Middle)

COGNIZANT TECHNOLOGY SOLUTIONS CORP [CTSH]

(Check all applicable)

below)

(Last) (First) 3. Date of Earliest Transaction

_X__ Director 10% Owner Officer (give title __X_ Other (specify

5. Relationship of Reporting Person(s) to

(Month/Day/Year)

09/15/2010

below) Chairman of the Board

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

(Street)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

TEANECK, NJ 07666

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Securi	ities Acqı	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	nsaction Date 2A. Deemed 3. 4. Securities Acquired th/Day/Year) Execution Date, if any Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) (A) or			of (D)	5. Amount of Securities Ownership Indirect Beneficially Form: Direct Benefic Owned (D) or Owners Following Indirect (I) (Instr. 4) Transaction(s) (Instr. 3 and 4)			
			Code V	Amount	(D)	Price	(msu. 3 and 4)		
Class A Common Stock	09/15/2010		M	20,000	A	\$ 21.85	448,700	D	
Class A Common Stock	09/15/2010		M	20,000	A	\$ 34.51	468,700	D	
Class A Common Stock	09/15/2010		S	40,000	D	\$ 62.75 (1)	428,700	D	

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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. Transactio Code (Instr. 8)	Secu Acqu or Di (D) (Instr	Derivative Expiration Securities (Month/I Acquired (A) or Disposed of		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)	\$ 21.85	09/15/2010		M		20,000	05/05/2006	05/05/2015	Class A Common Stock	20,000	
Class A Common Stock Option (Right to Buy) (4)	\$ 34.51	09/15/2010		M		20,000	05/05/2007	05/05/2016	Class A Common Stock	20,000	

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 09/16/2010 attorney

> **Signature of Reporting Person Date

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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).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$62.63 to \$62.89. The reporting person undertakes to provide to Cognizant Technology Solutions Corporation, any security holder of Cognizant
- (1) 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.
- Such options were granted on May 5, 2005 pursuant to the Amended and Restated Cognizant Technology Solutions Non-Employee
- (2) Directors' Stock Option Plan. Such options were fully vested on May 5, 2007. The date exercisable above reflects the first anniversary of such option grant.
- (3) Excludes previously granted options for an aggregate of 50,000 shares of Class A Common Stock, which have different exercise prices and vesting dates.
- (4) 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.

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.