

Schwartz Steven  
 Form 4  
 March 10, 2011

**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 \*  
 Schwartz Steven

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)  
 03/09/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Sr VP, General Counsel & Secr.

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

(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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Class A Common Stock	03/09/2011		M		3,500	A	\$ 40.33	8,476	D
Class A Common Stock	03/09/2011		S		3,500	<u>D</u> (1)	\$ 78.33	4,976	D
Class A Common Stock	03/09/2011		M		<u>3,333</u> (2)	A	\$ 0	8,309	D

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Class A  
Common Stock 03/09/2011 F 1,477<sup>(3)</sup> D \$ 78.41 6,832 D

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

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**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 Security (Instr. 3 and 4)	Amount or Number of Shares
Class A Common Stock Option (Right to Buy) <sup>(4)</sup>	\$ 40.33	03/09/2011		M	3,500	12/14/2007 12/14/2016	Class A Common Stock	3,500
Restricted Stock Units	\$ 0 <sup>(6)</sup>	03/09/2011		M	3,333	03/09/2011 <sup>(7)</sup> 03/09/2011 <sup>(7)</sup>	Class A Common Stock	3,333

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

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

Sr VP, General Counsel &  
Secr.

## Signatures

/s/ Steven  
Schwartz

03/10/2011

\_\_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 shares were sold pursuant to a Rule 10b5-1 Sales Plan.
- (2) Shares of the Company's Class A Common Stock received from the vesting of 1/12 of the restricted stock unit award granted on December 9, 2008.
- (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) Such options were granted on December 14, 2006 pursuant to the Company's Amended and Restated 1999 Incentive Compensation Plan. Such options were fully vested on December 14, 2010. The Date Exercisable above reflects the first anniversary date of such option.
- (5) Excludes previously granted options for an aggregate of 20,000 shares of Class A Common Stock, which have a different exercise price and vesting dates.
- (6) Each restricted stock unit represents a contingent right to receive one share of the Company's Class A common stock.  
The restricted stock units were granted under the Company's Amended and Restated 1999 Incentive Compensation Plan, as amended, on
- (7) December 9, 2008 and vest in quarterly installments over three years, with 1/12 of the restricted stock units vesting on each quarterly vesting date so that the restricted stock units will be fully vested on the twelfth quarterly vesting date, December 9, 2011.

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.