

Schwartz Steven
Form 4
March 04, 2013

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)
02/28/2013

____ 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	02/28/2013		M		503 ⁽¹⁾	A	\$ 0
Class A Common Stock	02/28/2013		F		177 ⁽²⁾	D	\$ 76.77
Class A Common Stock	02/28/2013		M		480 ⁽³⁾	A	\$ 0

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Class A Common Stock	02/28/2013	F	190 ⁽²⁾	D	\$ 76.77	34,136	D
Class A Common Stock	03/03/2013	M	420 ⁽⁴⁾	A	\$ 0	34,556	D
Class A Common Stock	03/03/2013	F	140 ⁽²⁾	D	\$ 77.94	34,416	D

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

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(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 Security (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽⁵⁾	02/28/2013		M	503	02/28/2013 ⁽⁶⁾ 02/28/2013 ⁽⁶⁾	Class A Common Stock	50
Restricted Stock Units	\$ 0 ⁽⁵⁾	02/28/2013		M	480	02/28/2013 ⁽⁸⁾ 02/28/2013 ⁽⁸⁾	Class A Common Stock	48
Restricted Stock Units	\$ 0 ⁽⁵⁾	03/03/2013		M	420	03/03/2013 ⁽¹⁰⁾ 03/03/2013 ⁽¹⁰⁾	Class A Common Stock	42

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

03/04/2013

**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 November 28, 2011.
- (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) Shares of the Company's Class A Common Stock received from the vesting of 1/12 of the restricted stock unit award granted on November 30, 2010.
- (4) 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 3, 2012.
- (5) Each restricted stock unit represents a contingent right to receive one share of the Company's Class A Common Stock.
- (6) The restricted stock units were granted on November 28, 2011 under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan and vest in quarterly installments over three years, with 1/12th of the stock units vesting on each quarterly vesting date so that the stock units will be fully vested on the twelfth quarterly vesting date. The stock units will be fully vested on November 28, 2014.
- (7) Excludes previously granted restricted stock units for an aggregate of 23,912 shares of Class A Common Stock, which have different vesting schedules.
- (8) The restricted stock units were granted on November 30, 2010 under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan, and vest in quarterly installments over three years, with 1/12th 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, November 30, 2013.
- (9) Excludes previously granted restricted stock units for an aggregate of 25,516 shares of Class A Common Stock, which have different vesting schedules.
- (10) The restricted stock units were granted on December 3, 2012 under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan and vest in quarterly installments over three years, beginning March 3, 2013, with 1/12th of the stock units vesting on each quarterly vesting date so that the stock units will be fully vested on the twelfth quarterly vesting date. The stock units will be fully vested on December 3, 2015.
- (11) Excludes previously granted restricted stock units for an aggregate of 21,907 shares of Class A Common Stock, which have different vesting schedules.

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.