

RAMAKRISHNAN CHANDRASEKARAN  
Form 4  
June 11, 2009

**FORM 4**

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

OMB APPROVAL

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**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 \*  
RAMAKRISHNAN  
CHANDRASEKARAN

(Last) (First) (Middle)

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

(Street)

TEANECK, NJ 07666

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/09/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Pres. & MD, Global Delivery

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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	06/09/2009		M	4,000 A \$ 11.44	7,300	D	
Class A Common Stock	06/09/2009		S	4,000 (1) D \$ 27.47	3,300	D	
Class A Common Stock	06/09/2009		M	5,000 (2) A \$ 0	8,300	D	

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Class A Common Stock	06/09/2009	F	1,700 <u>(3)</u>	D	\$ 27.34	6,600	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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(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
Class A Common Stock Option (Right to Buy) <sup>(4)</sup>	\$ 11.44	06/09/2009		M	4,000	03/04/2005 03/04/2014	Class A Common Stock	4,000
Restricted Stock Units	\$ 0 <sup>(6)</sup>	06/09/2009		M	5,000	06/09/2009 <sup>(7)</sup> 06/09/2009 <sup>(7)</sup>	Class A Common Stock	5,000

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

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

Pres. & MD, Global  
Delivery

## Signatures

/s/ Steven E. Schwartz on behalf of Chandrasekaran Ramakrishnan, by Power of Attorney

06/11/2009

\_\_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 March 4, 2004 pursuant to the Company's 1999 Incentive Compensation Plan, as amended. Such options have the following vesting schedule: 25% on March 4, 2005; 25% on March 4, 2006; 25% on March 4, 2007; and 25% on March 4, 2008. The Date Exercisable above reflects the first anniversary date of such option.

(5) Excludes previously granted options for an aggregate of 468,000 shares of Class A Common Stock, which have different exercise and vesting dates.

(6) Each restricted stock unit represents a contingent right to receive one share of the Company's Class A common stock.

(7) The restricted stock units were granted under the Company's Amended and Restated 1999 Incentive Compensation Plan, as amended, on 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.

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