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RAMAKRISHNAN CHANDRASEKARAN Form 4 September 11, 2012 FORM 4

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

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

Form 5

1(b).

1. Name and A RAMAKR CHANDRA	2. Issuer Name and Ticker or Trading Symbol COGNIZANT TECHNOLOGY SOLUTIONS CORP [CTSH]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
				of Earliest Transaction n/Day/Year) /2012				Director 10% Owner Officer (give title Other (specify below) Group Chief Exec-Tech & Ops			
(Street) 4. If Amendment, Date Orig Filed(Month/Day/Year) TEANECK, NJ 07666				•	l		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ 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 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price				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 Indirect Beneficial Ownership (Instr. 4)	
Class A Common Stock	09/07/2012		:	М	20,000	A	\$ 33.71	20,000	D		
Class A Common Stock	09/07/2012			S	20,000 (1)	D	\$ 66	0	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form

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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. Transactic 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)	
				Code V	(A) (D))	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class A Common Stock Option (Right to Buy) (2)	\$ 33.71	09/07/2012		М	20,0	000	08/07/2007	08/07/2016	Class A Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships							
FB	Director	10% Owner	Officer		Other			
RAMAKRISHNAN CHANDRASEKARAN C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP 500 FRANK W. BURR BLVD TEANECK, NJ 07666			Group Chief Exec Ops	-Tech &				
Signatures								
/s/ Steven E. Schwartz, on behalf of Chandrasekaran Ra Attorney	makrishna	an, by Powe	r of	09/11/2012				
<u>**Signature of Reporting Person</u>		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) Such options were granted on August 7, 2006 pursuant to the Company's Amended and Restated 1999 Incentive Compensation Plan. Such options were fully vested on August 7, 2010. The Date Exercisable above reflects the first anniversary date of such option.
- (3) Excludes previously granted options for an aggregate of 88,000 shares of Class A Common Stock, which have different exercise and vesting dates.

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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