Edgar Filing: COGNIZANT TECHNOLOGY SOLUTIONS CORP - Form 4

COGNIZAN Form 4 May 30, 201		OLOC	GY SOLU	JTIONS	CORP								
									OMB APPROVAL				
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								N OME Num		. 3235-0287			
Check this box if no longer				(1 asimigton, D.C. 20347						Expi		Janua	-
subject to Section 1 Form 4 c	51 16.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES									Estimated average burden hours per		2005 0.5
Form 5 obligatio may con <i>See</i> Instr 1(b).	tinue. Sectio	-	a) of the	Public U		ding Cor	npan	y Act o	ge Act of 1934, of 1935 or Secti 940				
(Print or Type]	Responses)												
Mehta Rajeev Symbol COGN				er Name and Ticker or Trading NIZANT TECHNOLOGY TIONS CORP [CTSH]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last)	(First)	(1	Middle)	3. Date o	f Earliest T	ransaction	_		Director 10% Owner				
C/O COGN SOLUTION W. BURR I	NS CORP., :			(Month/I 05/28/2	Day/Year) 014				_X_ Officer (gi below) C		low)	ther (specify	,
				endment, Date Original nth/Day/Year)				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)	Tab	le I - Non-I	Derivative	Secu	rities Ac	equired, Disposed	of. or Be	nefici	ally Owne	d
1.Title of Security (Instr. 3)	2	nsaction Date 2A. Deemed h/Day/Year) Execution Date any (Month/Day/Ye		ned n Date, if	2d 3. 4. Securities Acquired Date, if Transaction(A) or Disposed of Code (D)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownersł	nip irect (I)	7. Nature Indirect Beneficial Ownershij (Instr. 4)	of I
~ .					Code V	Amount	(D)	Price	(Instr. 3 and 4)				
Class A Common Stock	05/28/201	4			М	4,200 (1) (2)	А	\$0	12,737 (2) (3) (4) (4)	D			
Class A Common Stock	05/28/201	4			F	1,762 (2) (5)	D	\$ 48.9 (2)	10,975 <u>(2)</u>	D			
Class A Common Stock									102,656 <u>(2)</u>	I		By Raje Mehta 2 Irrevoca Trust	012

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Class A Common Stock				10	I	By Ruchita Mehta 2012 Irrevocable Trust							
					Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.								
			tive Securities Acqui 1ts, calls, warrants, o				ed						
1. Title of Derivative Security (Instr. 3)	erivative Conversion (Mont curity or Exercise		Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year)		4. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)				7. Title and Amour Underlying Securit (Instr. 3 and 4)		
				Code V	(A) (D)	Date Exercis	sable	Expiration	n Date	Title	Amo or Num of Shar		
Restricted Stock Units	\$ 0 <u>(6)</u>	05/28/2014		М	4,200 (2)	05/28/201	4 <u>(7)</u>	05/28/2	.014 <u>(7)</u>	Class A Common Stock	4,2 (2		
Report	ting Ov	wners											
	Reportir	ng Owner Name / Ad	Relationships Director 10% Owner Officer Other										
500 FRAN			LUTIONS CORI	P.		CEO,	, IT (Services					
Signat	ures												

/s/ Dana L. Gilbert, on behalf of Rajeev Mehta, by Power of Attorney

******Signature of Reporting Person

05/30/2014

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) This number reflects the Issuer's two-for-one stock split in the form of a 100% stock dividend, which was effected on March 7, 2014.
- (3) Includes 505 shares acquired under the Company's 2004 Employee Stock Purchase Plan, as amended, on March 31, 2014.
- (4) Reflects a correction to the number of shares withheld for settlement of tax obligations reported in the reporting person's Form 4 filed on March 5, 2014.
- (5) Represents the portion of shares of Class A Common Stock that the Company determined to settle in cash to pay applicable tax withholding.
- (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 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

(7) Compensation Financial vost in quarterly instantients over time years, with Fizh of the stock units vising on each quarterly vesting date so that the stock units will be fully vested on November 28, 2014.

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.