COGNIZANT TECHNOLOGY SOLUTIONS CORP Form 4 December 07, 2015 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SINHA DHARMENDRA KUMAR Issuer Symbol COGNIZANT TECHNOLOGY (Check all applicable) SOLUTIONS CORP [CTSH] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify X_Officer (give title (Month/Day/Year) below) below) C/O COGNIZANT TECHNOLOGY 12/03/2015 EVP, President Client Serv. SOLUTIONS CORP., 500 FRANK W. BURR BLVD (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting **TEANECK, NJ 07666** Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Transaction(A) or Disposed of (D) Form: Direct Indirect Security (Month/Day/Year) Execution Date, if Securities (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial anv (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Class A 1,000 Common 12/03/2015 M A \$0 3.091 D (1) Stock Class A Common 12/03/2015 F 522 (2) D 2,569 D 61.67 Stock Class A 8,842 Common 12/03/2015 Μ \$0 11,411 D Α (3) Stock

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Class A			1611		¢		
Common	12/03/2015	F	4,614	D	\$ 6	5,797	D
Stock			(2)		61.67		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	5. Number prof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e Exercisable and Expiration h/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amc or Num of Shar	
Restricted Stock Units	\$ 0 <u>(4)</u>	12/03/2015		М	1,000	12/03/2015 <u>(5)</u>	12/03/2015 <u>(5)</u>	Class A Common Stock	1,0	
Restricted Stock Units	\$ 0 <u>(4)</u>	12/03/2015		М	8,842	12/03/2015 <u>(6)</u>	12/03/2015 <u>(6)</u>	Class A Common Stock	8,8	

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
SINHA DHARMENDRA KUMAR C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 FRANK W. BURR BLVD TEANECK, NJ 07666			EVP, President Client Serv.		
Signatures					
/s/ Harry Demas, on behalf of Dharmendra Kumar Sinha, Attorney	of	12/07/2015			
** 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 December 3, 2013.
- (2) Represents the portion of shares of Class A Common Stock that the Company determined to settle in cash to pay applicable tax withholding.

Represents the number of shares of Class A Common Stock received from the vesting of 1/2 of the vested performance-based restricted(3) stock units previously granted to the reporting person under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan on December 3, 2012.

(4) 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 December 3, 2013 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

(5) Compensation 1 fair and vest in quarterly instantients over three years, with 172th of the stock units vesting on each quarterly vesting date so that the stock units will be fully vested on December 3, 2016.

The performance-based restricted stock units were granted on December 3, 2012 under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan. In accordance with the performance-based restricted stock unit award, 1/2 of the vested

(6) performance-based restricted stock units were issuable on June 3, 2014, provided the reporting person remained in the Company's service through such anniversary date. The remaining 1/2 of the vested performance-based restricted stock units were issuable on December 3, 2015, provided that the reporting person remained in the Company's service through such anniversary date.

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.