

KLEIN JOHN E
Form 4
December 17, 2012

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 *
KLEIN JOHN E

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)

Director 10% Owner
 Officer (give title below) Other (specify below)

Chairman of the Board

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

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 Indirect Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Class A Common Stock | 12/13/2012 | | M | 700 | A | \$ 37.48 | 443,800 | D |
| Class A Common Stock | 12/13/2012 | | M | 10,000 | A | \$ 34.51 | 453,800 | D |
| Class A Common Stock | 12/13/2012 | | M | 10,000 | A | \$ 27.23 | 463,800 | D |

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| | | | | | | | | |
|----------------------------|------------|--|---|--------|---|---------------------------|---------|---|
| Class A Common Stock | 12/13/2012 | | M | 5,000 | A | \$ 49.14 | 468,800 | D |
| Class A Common Stock | 12/13/2012 | | S | 50,300 | D | \$ 72.01 <u>(1)</u> | 418,500 | D |
| Class A Common Stock | 12/13/2012 | | S | 600 | D | \$ 72.87 | 417,900 | 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 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⁾ | \$ 37.48 | 12/13/2012 | | M | 700 | 06/07/2008 06/07/2017 | Class A Common Stock 700 |
| Class A Common Stock Option (Right to Buy) ⁽⁴⁾ | \$ 34.51 | 12/13/2012 | | M | 10,000 | 06/10/2009 06/10/2018 | Class A Common Stock 10,000 |
| Class A Common Stock Option (Right to Buy) ⁽⁵⁾ | \$ 27.23 | 12/13/2012 | | M | 10,000 | 06/05/2010 06/05/2016 | Class A Common Stock 10,000 |

| | | | | | | | | |
|--|----------|------------|---|-------|------------|------------|----------------------------|-------|
| Class A Common Stock Option (Right to Buy) ⁽⁶⁾ | \$ 49.14 | 12/13/2012 | M | 5,000 | 06/01/2011 | 06/01/2017 | Class A Common Stock | 5,000 |
|--|----------|------------|---|-------|------------|------------|----------------------------|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-----------------------|
| | Director | 10% Owner | Officer | Other |
| KLEIN JOHN E C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 FRANK W. BURR BLVD TEANECK, NJ 07666 | X | | | Chairman of the Board |

Signatures

/s/ Steven Schwartz, on behalf of John E. Klein, by power of attorney

12/17/2012

__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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$71.75 to \$72.69. The reporting person undertakes to provide to Cognizant Technology Solutions Corporation, any security holder of Cognizant Technology Solutions Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.
- (2) Such options were granted on June 7, 2007 pursuant to the Company's Amended and Restated 1999 Incentive Compensation Plan. Such options were fully vested on June 7, 2009. The date exercisable above reflects the first anniversary of such option grant.
- (3) Excludes previously granted options for an aggregate of 25,000 shares of Class A Common Stock, which have different exercise prices and vesting dates.
- (4) Such options were granted on June 10, 2008 pursuant to the Company's Amended and Restated 1999 Incentive Compensation Plan. Such options were fully vested on June 10, 2010. The date exercisable above reflects the first anniversary of such option grant.
- (5) Such options were granted on June 5, 2009 pursuant to the Company's 2009 Incentive Compensation Plan. Such options were fully vested on June 5, 2011. The date exercisable above reflects the first anniversary of such option grant.
- (6) Such options were granted on June 1, 2010 pursuant to the Company's 2009 Incentive Compensation Plan. Such options were fully vested on June 1, 2012. The date exercisable above reflects the first anniversary of such option grant.
- (7) Excludes previously granted options for an aggregate of 20,000 shares of Class A Common Stock, which have different exercise prices 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. 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.