

Frank Malcolm
Form 4
June 05, 2012

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Frank Malcolm

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)
06/01/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec. VP, Strategy & Marketing

COGNIZANT TECHNOLOGY SOLUTIONS CORP., 500 FRANK W. BURR BLVD.

(Street)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	06/01/2012		M	A	\$ 0	3,007	D
						<u>3,007</u> ⁽¹⁾	
Class A Common Stock	06/01/2012		F	D	\$ 56.9	1,751	D
						<u>1,256</u> ⁽²⁾	

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

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SEC 1474 (9-02)

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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. 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)
Restricted Stock Units	\$ 0 ⁽³⁾	06/01/2012		M	3,007	06/01/2012 ⁽⁴⁾ 06/01/2012 ⁽⁴⁾	Class A Common Stock 3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Frank Malcolm COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 FRANK W. BURR BLVD. TEANECK, NJ 07666			Exec. VP, Strategy & Marketing	

Signatures

/s/ Steven Schwartz, on behalf of Malcolm Frank, by Power of Attorney 06/05/2012

**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).
- Represents the number of shares of Class A Common Stock received from the vesting of 1/2 of the vested performance-based restricted
- (1) stock units previously granted to the reporting person under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan on March 21, 2011.
 - (2) Represents the portion of shares of Class A Common Stock that the Company determined to settle in cash to pay applicable tax withholding.
 - (3) Each restricted stock unit represents a contingent right to receive one share of the Company's Class A Common Stock.
 - (4) The performance-based restricted stock units were granted on March 21, 2011 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

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performance-based restricted stock units were issuable on June 1, 2012, provided the reporting person remained in the Company's service through such date. The remaining 1/2 of the vested performance-based restricted stock units shall be issued on December 2, 2013, provided that the reporting person remains in the Company's service through such date.

- (5) Excludes previously granted restricted stock units for an aggregate of 17,751 shares of Class A Common Stock, which have different vesting schedules.

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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