

DSOUZA FRANCISCO  
Form 4  
November 17, 2009

**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 \*  
DSOUZA FRANCISCO

2. Issuer Name and Ticker or Trading Symbol  
COGNIZANT TECHNOLOGY SOLUTIONS CORP [CTSH]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President and CEO

(Last) (First) (Middle)  
C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP., 500 FRANK W. BURR BLVD

3. Date of Earliest Transaction (Month/Day/Year)  
11/16/2009

(Street)  
TEANECK, NJ 07666

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

(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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	11/16/2009		M		110,000	A	\$ 5.06 344,121 D
Class A Common Stock	11/16/2009		S		900	D (1)	\$ 44.86 343,221 D
Class A Common Stock	11/16/2009		S		300	D (1)	\$ 44.87 342,921 D

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Class A Common Stock	11/16/2009	S	600	<u>D</u> (1)	\$ 44.88	342,321	D
Class A Common Stock	11/16/2009	S	3,149	<u>D</u> (1)	\$ 44.89	339,172	D
Class A Common Stock	11/16/2009	S	1,700	<u>D</u> (1)	\$ 44.9	337,472	D
Class A Common Stock	11/16/2009	S	300	<u>D</u> (1)	\$ 44.91	337,172	D
Class A Common Stock	11/16/2009	S	100	<u>D</u> (1)	\$ 44.92	337,072	D
Class A Common Stock	11/16/2009	S	1,900	<u>D</u> (1)	\$ 44.93	335,172	D
Class A Common Stock	11/16/2009	S	2,900	<u>D</u> (1)	\$ 44.95	332,272	D
Class A Common Stock	11/16/2009	S	1,900	<u>D</u> (1)	\$ 44.96	330,372	D
Class A Common Stock	11/16/2009	S	499	<u>D</u> (1)	\$ 44.97	329,873	D
Class A Common Stock	11/16/2009	S	1,001	<u>D</u> (1)	\$ 44.98	328,872	D
Class A Common Stock	11/16/2009	S	7,906	<u>D</u> (1)	\$ 44.99	320,966	D
Class A Common Stock	11/16/2009	S	5,800	<u>D</u> (1)	\$ 45	315,166	D
Class A Common Stock	11/16/2009	S	1,700	<u>D</u> (1)	\$ 45.01	313,466	D
Class A Common Stock	11/16/2009	S	563	<u>D</u> (1)	\$ 45.02	312,903	D
Class A Common	11/16/2009	S	2,400	<u>D</u> (1)	\$ 45.04	310,503	D

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Stock							
Class A Common Stock	11/16/2009	S	470	<u>D</u> (1)	\$ 45.07	310,033	D
Class A Common Stock	11/16/2009	S	430	<u>D</u> (1)	\$ 45.08	309,603	D
Class A Common Stock	11/16/2009	S	500	<u>D</u> (1)	\$ 45.11	309,103	D
Class A Common Stock	11/16/2009	S	300	<u>D</u> (1)	\$ 45.13	308,803	D
Class A Common Stock	11/16/2009	S	100	<u>D</u> (1)	\$ 45.14	308,703	D
Class A Common Stock	11/16/2009	S	1,600	<u>D</u> (1)	\$ 45.15	307,103	D
Class A Common Stock	11/16/2009	S	1,100	<u>D</u> (1)	\$ 45.17	306,003	D
Class A Common Stock	11/16/2009	S	800	<u>D</u> (1)	\$ 45.19	305,203	D
Class A Common Stock	11/16/2009	S	300	<u>D</u> (1)	\$ 45.2	304,903	D
Class A Common Stock	11/16/2009	S	900	<u>D</u> (1)	\$ 45.21	304,003	D
Class A Common Stock	11/16/2009	S	800	<u>D</u> (1)	\$ 45.22	303,203	D
Class A Common Stock	11/16/2009	S	900	<u>D</u> (1)	\$ 45.23	302,303	D

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

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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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Class A Common Stock Option (Right to Buy) <sup>(2)</sup>	\$ 5.06	11/16/2009		M	110,000	02/05/2004 02/05/2013	Class A Common Stock	110,000	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DSOUZA FRANCISCO C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 FRANK W. BURR BLVD TEANECK, NJ 07666	X		President and CEO	

## Signatures

/s/ Steven Schwartz, on behalf of Francisco D'Souza, by power of attorney

11/17/2009

\_\_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) Such shares were sold pursuant to a Rule 10b5-1 Sales Plan.
- (2) Such options were granted on February 5, 2003 pursuant to the Company's Amended and Restated 1999 Incentive Compensation Plan. The options were 100% vested on February 5, 2007. The Date Exercisable above reflects the first anniversary date of such option.
- (3) Excludes previously granted options for an aggregate of 490,000 shares of Class A Common Stock, which have different exercise prices and vesting dates.

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