

KLEIN JOHN E
Form 4
November 10, 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 *
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)
11/06/2009

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

(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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	11/06/2009		M		40,000	A	\$ 4.61 468,700 D
Class A Common Stock	11/06/2009		S		500	D	\$ 41.96 428,700 D
Class A Common Stock	11/06/2009		S		300	D	\$ 41.97 428,700 D

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Class A Common Stock	11/06/2009	S	800	D	\$ 41.98	428,700	D
Class A Common Stock	11/06/2009	S	478	D	\$ 42	428,700	D
Class A Common Stock	11/06/2009	S	100	D	\$ 42.01	428,700	D
Class A Common Stock	11/06/2009	S	11,400	D	\$ 42.02	428,700	D
Class A Common Stock	11/06/2009	S	100	D	\$ 42.03	428,700	D
Class A Common Stock	11/06/2009	S	4,900	D	\$ 42.1	428,700	D
Class A Common Stock	11/06/2009	S	1,200	D	\$ 42.12	428,700	D
Class A Common Stock	11/06/2009	S	5,300	D	\$ 42.13	428,700	D
Class A Common Stock	11/06/2009	S	1,600	D	\$ 42.14	428,700	D
Class A Common Stock	11/06/2009	S	1,800	D	\$ 42.15	428,700	D
Class A Common Stock	11/06/2009	S	500	D	\$ 42.18	428,700	D
Class A Common Stock	11/06/2009	S	6,030	D	\$ 42.23	428,700	D
Class A Common Stock	11/06/2009	S	4,079	D	\$ 42.25	428,700	D
Class A Common Stock	11/06/2009	S	913	D	\$ 42.33	428,700	D

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

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SEC 1474
(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) ⁽¹⁾	\$ 4.61	11/06/2009		M	40,000	05/09/2004	05/09/2013	Class A Common Stock	40,000

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

11/10/2009

__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).

Such options were granted on May 9, 2003 pursuant to the Company's Amended and Restated 1999 Incentive Compensation Plan. Such

(1) options vested as follows: 50% on May 9, 2004, and 50% on May 9, 2005. The date exercisable above reflects the first anniversary of such option grant.

(2) Excludes previously granted options for an aggregate of 120,000 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.

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