

KLEIN JOHN E
Form 4
December 08, 2006

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)

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

Chairman of the Board

C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP., 500 GLENPOINTE CENTRE WEST

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

(Street)

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	12/06/2006		M	30,000	A	\$ 7.5783	220,600 D
Class A Common Stock	12/06/2006		S	1,000	D	\$ 80.3558	220,600 D
Class A Common Stock	12/06/2006		S	1,000	D	\$ 80.3915	220,600 D

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Class A Common Stock	12/06/2006	S	1,000	D	\$ 80.4014	220,600	D
Class A Common Stock	12/06/2006	S	1,000	D	\$ 80.403	220,600	D
Class A Common Stock	12/06/2006	S	1,000	D	\$ 80.4618	220,600	D
Class A Common Stock	12/06/2006	S	1,000	D	\$ 80.5067	220,600	D
Class A Common Stock	12/06/2006	S	1,000	D	\$ 80.5086	220,600	D
Class A Common Stock	12/06/2006	S	1,000	D	\$ 80.5129	220,600	D
Class A Common Stock	12/06/2006	S	1,000	D	\$ 80.528	220,600	D
Class A Common Stock	12/06/2006	S	1,000	D	\$ 80.5583	220,600	D
Class A Common Stock	12/06/2006	S	1,000	D	\$ 80.5633	220,600	D
Class A Common Stock	12/06/2006	S	1,000	D	\$ 80.5686	220,600	D
Class A Common Stock	12/06/2006	S	1,000	D	\$ 80.6412	220,600	D
Class A Common Stock	12/06/2006	S	1,000	D	\$ 80.6711	220,600	D
Class A Common Stock	12/06/2006	S	1,000	D	\$ 80.7446	220,600	D
Class A Common Stock	12/06/2006	S	2,000	D	\$ 80.777	220,600	D
Class A Common	12/06/2006	S	1,000	D	\$ 80.3522	220,600	D

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Stock							
Class A Common Stock	12/06/2006	S	1,000	D	\$ 80.78	220,600	D
Class A Common Stock	12/06/2006	S	1,000	D	\$ 80.8384	220,600	D
Class A Common Stock	12/06/2006	S	1,000	D	\$ 80.8615	220,600	D
Class A Common Stock	12/06/2006	S	1,000	D	\$ 80.9119	220,600	D
Class A Common Stock	12/06/2006	S	1,000	D	\$ 80.918	220,600	D
Class A Common Stock	12/06/2006	S	1,000	D	\$ 80.9193	220,600	D
Class A Common Stock	12/06/2006	S	1,000	D	\$ 80.93	220,600	D
Class A Common Stock	12/06/2006	S	1,000	D	\$ 80.9315	220,600	D
Class A Common Stock	12/06/2006	S	1,000	D	\$ 80.9343	220,600	D
Class A Common Stock	12/06/2006	S	1,000	D	\$ 81.0408	220,600	D
Class A Common Stock	12/06/2006	S	1,000	D	\$ 81.25	220,600	D
Class A Common Stock	12/06/2006	S	1,000	D	\$ 81.3652	220,600	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 or Number of Shares
Class A Common Stock Option (Right to Buy) ⁽¹⁾	\$ 7.5783	12/06/2006		M	30,000	06/05/2003	06/05/2012	Class A Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KLEIN JOHN E
C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP.
500 GLENPOINTE CENTRE WEST
TEANECK, NJ 07666

X

Chairman of the Board

Signatures

/s/ Steven E. Schwartz on behalf of John E. Klein, by Power of Attorney

12/08/2006

**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 options were granted on June 5, 2002 pursuant to the Company's 1999 Incentive Compensation Plan, as amended. Such options were 100% vested on June 5, 2004.
- (2) Includes multiple option grants with 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.