

COBURN GORDON
Form 4
February 12, 2007

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 *
COBURN GORDON

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
X Officer (give title below) ___ Other (specify below)
Chief Oper. and Fin. Officer

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

02/08/2007

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	02/08/2007		M		49,199	A	\$ 10.115 7,994 D
Class A Common Stock	02/08/2007		S		4,307	D	\$ 93.98 7,994 D
Class A Common Stock	02/08/2007		S		1,000	D	\$ 93.89 7,994 D

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Class A Common Stock	02/08/2007	S	6,367	D	\$ 94.01	7,994	D
Class A Common Stock	02/08/2007	S	4,181	D	\$ 94.02	7,994	D
Class A Common Stock	02/08/2007	S	1,600	D	\$ 94.03	7,994	D
Class A Common Stock	02/08/2007	S	14,619	D	\$ 94.05	7,994	D
Class A Common Stock	02/08/2007	S	7,332	D	\$ 94	7,994	D
Class A Common Stock	02/08/2007	S	1,693	D	\$ 93.99	7,994	D
Class A Common Stock	02/08/2007	S	1,400	D	\$ 94.09	7,994	D
Class A Common Stock	02/08/2007	S	3,000	D	\$ 93.85	7,994	D
Class A Common Stock	02/08/2007	S	600	D	\$ 94.06	7,994	D
Class A Common Stock	02/08/2007	S	2,600	D	\$ 93.95	7,994	D
Class A Common Stock	02/08/2007	S	500	D	\$ 93.97	7,994	D
Class A Common Stock	02/09/2007	M	15,801	A	\$ 10.115	7,994	D
Class A Common Stock	02/09/2007	S	2,500	D	\$ 92.5	7,994	D
Class A Common Stock	02/09/2007	S	2,500	D	\$ 92.467	7,994	D
Class A Common	02/09/2007	S	5,801	D	\$ 92.4	7,994	D

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Stock

Class A
Common Stock 02/09/2007 S 999 D \$ 92.35 7,994 D

Class A
Common Stock 02/09/2007 S 2,000 D \$ 92.235 7,994 D

Class A
Common Stock 02/09/2007 S 2,001 D \$ 92.212 7,994 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) ⁽¹⁾	\$ 10.115	02/08/2007		M	49,199	02/05/2004 02/05/2013	Class A Common Stock 49,199
Class A Common Stock Option (Right to Buy) ⁽¹⁾	\$ 10.115	02/09/2007		M	15,801	02/05/2004 02/05/2013	Class A Common Stock 15,801

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer

Other

COBURN GORDON
C/O COGNIZANT TECHNOLOGY SOLUTIONS
CORP.
500 GLENPOINTE CENTRE WEST
TEANECK, NJ 07666

Chief Oper. and Fin.
Officer

Signatures

/s/ Steven E. Schwartz on behalf of Gordon Coburn, by Power of
Attorney

02/09/2007

__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 February 5, 2003 pursuant to the Company's 1999 Incentive Compensation Plan, as amended. Such options

(1) vest as follows: 25% on February 5, 2004; 25% on February 5, 2005; 25% on February 5, 2006; and 25% on February 5, 2007. The Date Exercisable above reflects the first anniversary date of such option.

(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.

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