

Mehta Rajeev
Form 4
May 30, 2013

FORM 4

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

OMB APPROVAL

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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 *
Mehta Rajeev

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)
05/28/2013

____ Director
 Officer (give title below) _____ Other (specify below)
Group Chief Exec-Ind & Markets

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	05/28/2013		M		2,100 (1) A \$ 0	8,035 (2)	D
Class A Common Stock	05/28/2013		F		575 (3) D \$ 63.74	7,460	D
Class A Common Stock	05/28/2013		M		8,505 (4) A \$ 0	15,965	D

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Class A Common Stock	05/28/2013	F	3,363 (3)	D	\$ 63.74	12,602	D	
Class A Common Stock						48,628	I	By Rajeev Mehta 2012 Irrevocable Trust
Class A Common Stock						48,629	I	By Ruchita Mehta 2012 Irrevocable Trust

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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽⁵⁾	05/28/2013		M	2,100	05/28/2013 ⁽⁶⁾ 05/28/2013 ⁽⁶⁾	Class A Common Stock	2,100
Restricted Stock Units	\$ 0 ⁽⁵⁾	05/28/2013		M	8,505	05/28/2013 ⁽⁸⁾ 05/28/2013 ⁽⁸⁾	Class A Common Stock	8,505

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mehta Rajeev			Group Chief Exec-Ind &	

C/O COGNIZANT TECHNOLOGY SOLUTIONS
CORP.
500 FRANK W. BURR BLVD
TEANECK, NJ 07666

Markets

Signatures

/s/ Steven Schwartz, on behalf of Rajeev Mehta, by Power of
Attorney

05/30/2013

__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) Shares of the Company's Class A Common Stock received from the vesting of 1/12 of the restricted stock unit award granted on November 28, 2011.
- (2) Includes 328 shares acquired under the Company's 2004 Employee Stock Purchase Plan, as amended, on March 31, 2013.
- (3) Represents the portion of shares of Class A Common Stock that the Company determined to settle in cash to pay applicable tax withholding.

Represents the number of shares of Class A Common Stock received from the vesting of 1/3 of the vested performance-based restricted
- (4) stock units previously granted to the reporting person under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan on November 28, 2011.
- (5) Each restricted stock unit represents a contingent right to receive one share of the Company's Class A Common Stock.

The restricted stock units were granted on November 28, 2011 under the Cognizant Technology Solutions Corporation 2009 Incentive
- (6) Compensation Plan and vest in quarterly installments over three years, with 1/12th of the stock units vesting on each quarterly vesting date so that the stock units will be fully vested on the twelfth quarterly vesting date. The stock units will be fully vested on November 28, 2014.
- (7) Excludes previously granted restricted stock units for an aggregate of 89,377 shares of Class A Common Stock, which have different vesting schedules.

The performance-based restricted stock units were granted on November 28, 2011 under the Cognizant Technology Solutions
- (8) Corporation 2009 Incentive Compensation Plan. In accordance with the performance-based restricted stock unit award, 1/3 of the vested performance-based restricted stock units were issuable on the eighteen-month anniversary of the date of grant of such performance-based restricted stock units, provided the reporting person remained in the Company's service through such anniversary date. The remaining 2/3 of the vested performance-based restricted stock units shall be issued on the thirty-six month anniversary of the date of grant of such performance-based restricted stock units, provided that the reporting person remains in the Company's service through such anniversary date.
- (9) Excludes previously granted restricted stock units for an aggregate of 84,967 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. 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.