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COGNIZANT TECHNOLOGY SOLUTIONS CORP

Form 4 May 06, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading McLoughlin Karen Issuer Symbol COGNIZANT TECHNOLOGY (Check all applicable) SOLUTIONS CORP [CTSH] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) COGNIZANT TECHNOLOGY 05/04/2015 Chief Financial Officer SOLUTIONS CORP., 500 FRANK W. BURR BLVD. (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting TEANECK, NJ 07666 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Indirect Security (Month/Day/Year) Execution Date, if Transactionr Disposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership (Instr. 4) **Following** or Indirect Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V (D) Price Amount Class A Common 05/04/2015 M 10,000 35,916 (1) D Stock Class A Common 05/04/2015 S 10,000 \$ 65 25,916 D Stock

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. Transactic Code (Instr. 8)	5. Number of onDerivative 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) (3)	\$ 20.165	05/04/2015		M		10,000	12/14/2007	12/14/2016	Class A Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting owner runner reduces	Director	10% Owner	Officer	Other		
McLoughlin Karen COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 FRANK W. BURR BLVD. TEANECK, NJ 07666			Chief Financial Officer			

Signatures

a currently valid OMB number.

/s/ Dana L. Gilbert, on behalf of Karen McLoughlin, by Power of Attorney 05/06/2015

**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) Includes 474 shares acquired under the Company's 2004 Employee Stock Purchase Plan, as amended, on March 31, 2015.
- (2) Such shares were sold pursuant to a Rule 10b5-1 Sales Plan.

Such options were granted on December 14, 2006 pursuant to the Company's Amended and Restated 1999 Incentive Compensation Plan, as amended. Such options were 100% vested on December 14, 2010. The Date Exercisable above reflects the first anniversary date of

such options.

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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