

COGNIZANT TECHNOLOGY SOLUTIONS CORP
 Form 4
 February 17, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Executive VP and CFO

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	02/16/2006		M		\$ 10.115	7,501	D
Class A Common Stock	02/16/2006		S		\$ 55	7,501	D
Class A Common Stock	02/16/2006		S		\$ 55.04	7,501	D

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Class A Common Stock	02/16/2006	S	1,380	D	\$ 55.05	7,501	D
Class A Common Stock	02/16/2006	S	4,133	D	\$ 55.1	7,501	D
Class A Common Stock	02/16/2006	S	3,285	D	\$ 55.11	7,501	D
Class A Common Stock	02/16/2006	S	315	D	\$ 55.12	7,501	D
Class A Common Stock	02/16/2006	S	800	D	\$ 55.13	7,501	D
Class A Common Stock	02/16/2006	S	1,300	D	\$ 55.14	7,501	D
Class A Common Stock	02/16/2006	S	167	D	\$ 55.15	7,501	D
Class A Common Stock	02/16/2006	S	2,360	D	\$ 55.4	7,501	D
Class A Common Stock	02/16/2006	S	2,423	D	\$ 55.44	7,501	D
Class A Common Stock	02/16/2006	S	4,720	D	\$ 55.45	7,501	D
Class A Common Stock	02/16/2006	S	3,918	D	\$ 55.5	7,501	D
Class A Common Stock	02/16/2006	S	337	D	\$ 55.51	7,501	D
Class A Common Stock	02/16/2006	S	405	D	\$ 55.53	7,501	D
Class A Common Stock	02/16/2006	S	337	D	\$ 55.54	7,501	D
Class A Common	02/16/2006	S	5,053	D	\$ 55.2	7,501	D

Stock

Class A
Common Stock 02/16/2006 S 200 D \$ 55.18 7,501 D

Class A
Common Stock 02/16/2006 S 200 D \$ 55.17 7,501 D

Class A
Common Stock 02/16/2006 S 4,547 D \$ 55.16 7,501 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⁾	\$ 10.115	02/16/2006		M	60,000	02/05/2004 02/05/2013	Class A Common Stock 60,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

Executive VP and CFO

Signatures

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

02/17/2006

__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).

- 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.

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