

COGNIZANT TECHNOLOGY SOLUTIONS CORP

Form 4

June 05, 2014

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)
C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP., 500 FRANK W. BURR BLVD

3. Date of Earliest Transaction (Month/Day/Year)
06/03/2014

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☒ Other (specify below)
Chairman of the Board

(Street)
TEANECK, NJ 07666

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

(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	(D)	Price

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)

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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)	8. Date of Transaction (Month/Day/Year)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class A Common Stock Option (Right to Buy)	\$ 48.5	06/03/2014		A	8,467 (1)	(2) 06/03/2021	Class A Common Stock	8,467 (1)	
Restricted Stock Units	(3)	06/03/2014		A	2,061 (1)	(4)(5) (4)(5)	Class A Common Stock	2,061 (1)	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KLEIN JOHN E C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 FRANK W. BURR BLVD TEANECK, NJ 07666	X Chairman of the Board

Signatures

/s/ Dana L. Gilbert, on behalf of John E. Klein, by power of attorney

06/05/2014

__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) This number reflects the Issuer's two-for-one stock split in the form of a 100% stock dividend, which was effected on March 7, 2014.
- (2) The options vest in two equal annual installments beginning on June 3, 2015.
- (3) Each restricted stock unit represents a contingent right to receive one share of the Company's Class A Common Stock.
- (4) The restricted stock units vest in three equal annual installments beginning on June 3, 2015.
- Vested shares will be delivered to the reporting person upon the earliest to occur of (i) a "change in control event" of the Company (ii) the
- (5) Director's death or permanent disability or (iii) in three equal annual installments beginning on July 1 following the year in which the reporting person terminates employment with the Company.

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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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