

HOWE ROBERT W
Form 4
June 10, 2005

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 *
HOWE ROBERT W

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
 Officer (give title below) Other (specify below)

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

06/09/2005

(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 Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Common Stock	06/09/2005		M	24,236	A	\$ 7.578	13,400	D
Class A Common Stock	06/09/2005		S	5,000	D	\$ 46.875	13,400	D
Class A Common Stock	06/09/2005		S	1,055	D	\$ 46.925	13,400	D

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Class A Common Stock	06/09/2005	S	100	D	\$ 46.935	13,400	D
Class A Common Stock	06/09/2005	S	1,245	D	\$ 46.945	13,400	D
Class A Common Stock	06/09/2005	S	400	D	\$ 46.955	13,400	D
Class A Common Stock	06/09/2005	S	800	D	\$ 46.975	13,400	D
Class A Common Stock	06/09/2005	S	709	D	\$ 46.985	13,400	D
Class A Common Stock	06/09/2005	S	1,500	D	\$ 46.986	13,400	D
Class A Common Stock	06/09/2005	S	500	D	\$ 46.995	13,400	D
Class A Common Stock	06/09/2005	S	891	D	\$ 47.005	13,400	D
Class A Common Stock	06/09/2005	S	2,200	D	\$ 47.015	13,400	D
Class A Common Stock	06/09/2005	S	500	D	\$ 47.016	13,400	D
Class A Common Stock	06/09/2005	S	100	D	\$ 47.025	13,400	D
Class A Common Stock	06/09/2005	S	4,400	D	\$ 47.125	13,400	D
Class A Common Stock	06/09/2005	S	4,236	D	\$ 47.175	13,400	D
Class A Common Stock	06/09/2005	S	600	D	\$ 47.195	13,400	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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⁾	\$ 7.578	06/09/2005		M	24,236	06/05/2003	06/05/2012	Class A Common Stock	24,236

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOWE ROBERT W C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 GLENPOINTE CENTRE WEST TEANECK, NJ 07666		X		

Signatures

/s/ Steven Schwartz on behalf of Robert W. Howe, by Power of Attorney 06/09/2005

**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) Such options were granted on June 5, 2002 pursuant to the Company's 1999 Incentive Compensation Plan, as amended. Such options were 100% vested on June 5, 2004.
- (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. 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.