COGNIZANT TECHNOLOGY SOLUTIONS CORP
Form 4
May 19, 2016

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Thiruvengadam Sridhar

(Last) (First) (Middle)

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

(Street)

TEANECK, NJ 07666

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
COGNIZANT TECHNOLOGY SOLUTIONS CORP [CTSH]

3. Date of Earliest Transaction (Month/Day/Year)
09/16/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Operating Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	05/18/2016		S		9,698	D	$ 61.436 (1)	46,591	D	
Class A Common Stock	09/16/2013		A		1,200 (2)	A	$ 0	1,200	I	By sibling (3)
Class A Common Stock	12/16/2013		F		32	D	$ 47.16	1,168	I	By sibling (3)

Class A Common Stock	03/16/2014	F	31	D	$ 50.25	1,137	I	By sibling (3)
Class A Common Stock	06/16/2014	F	31	D	$ 47.29	1,106	I	By sibling (3)
Class A Common Stock	09/16/2014	F	31	D	$ 44.72	1,075	I	By sibling (3)
Class A Common Stock	12/16/2014	F	31	D	$ 50.8	1,044	I	By sibling (3)
Class A Common Stock	03/16/2015	F	31	D	$ 61.84	1,013	I	By sibling (3)
Class A Common Stock	06/16/2015	F	31	D	$ 62.79	982	I	By sibling (3)
Class A Common Stock	09/16/2015	F	31	D	$ 63.27	951	I	By sibling (3)
Class A Common Stock	12/16/2015	F	31	D	$ 61.66	920	I	By sibling (3)
Class A Common Stock	03/16/2016	F	31	D	$ 58.3	889	I	By sibling (3)
Class A Common Stock	05/17/2016	M	3,200	A	$ 22.46	4,089	I	By sibling (3)
Class A Common Stock	05/17/2016	S	3,200	D	$ 61.921 (4)	889	I	By sibling (3)

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.

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8 D S

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						(I
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	$ 22.46	05/17/2016	M			3,200	(5)	03/13/2017	Class A Common Stock	3,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thiruvengadam Sridhar C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 FRANK W. BURR BLVD TEANECK, NJ 07666			Chief Operating Officer	

Signatures

/s/ Harry Demas, on behalf of Sridhar Thiruvengadam, by Power of Attorney	05/19/2016
**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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $61.42 to $61.47, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(2) Represents 1,200 restricted stock units granted to the reporting person's sibling. The restricted stock units were granted under the Cognizant Technology Solutions Corporation 2009 Incentive 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 September 16, 2016.

(3) The reporting person disclaims beneficial ownership of the securities held by the reporting person's sibling.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $61.92 to $61.93, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(5) Such options were fully vested on March 14, 2011.

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.