

COGNIZANT TECHNOLOGY SOLUTIONS CORP

Form 4

June 03, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CHINTAMANENI
RAMAKRISHNA PRASAD

(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)
06/01/2016

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 ____ Other (specify
below) below)
EVP, Pres Banking & Fin. Serv.

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Class A Common Stock	06/01/2016		M		2,611 (1)	A \$ 0	57,437 D
Class A Common Stock	06/01/2016		F		973 (2)	D \$ 61.13	56,464 D
Class A Common Stock	06/01/2016		M		392 (3)	A \$ 0	56,856 D

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Class A Common Stock	06/01/2016	F	147 ⁽²⁾	D	\$ 61.13	56,709	D
Class A Common Stock	06/01/2016	M	4,950 ⁽⁴⁾	A	\$ 0	61,659	D
Class A Common Stock	06/01/2016	F	1,844 ⁽²⁾	D	\$ 61.13	59,815	D

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)

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 Underlying Security (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Restricted Stock Units	\$ 0 ⁽⁵⁾	06/01/2016		M	2,611	06/01/2016 ⁽⁶⁾	06/01/2016 ⁽⁶⁾	Class A Common Stock	2,611
Restricted Stock Units	\$ 0 ⁽⁵⁾	06/01/2016		M	392	06/01/2016 ⁽⁷⁾	06/01/2016 ⁽⁷⁾	Class A Common Stock	392
Restricted Stock Units	\$ 0 ⁽⁵⁾	06/01/2016		M	4,950	06/01/2016 ⁽⁸⁾	06/01/2016 ⁽⁸⁾	Class A Common Stock	4,950

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CHINTAMANENI RAMAKRISHNA PRASAD
C/O COGNIZANT TECHNOLOGY SOLUTIONS
CORP.
500 FRANK W. BURR BLVD
TEANECK, NJ 07666

EVP, Pres Banking & Fin.
Serv.

Signatures

/s/ Harry Demas, on behalf of Ramakrishna Prasad Chintamaneni, by Power of
Attorney

06/03/2016

__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) Shares of the Company's Class A Common Stock received from the vesting of 1/12 of the restricted stock unit award granted on December 1, 2014.
- (2) Represents the portion of shares of Class A Common Stock that the Company determined to settle in cash to pay applicable tax withholding.
- (3) Shares of the Company's Class A Common Stock received from the vesting of 1/12 of the restricted stock unit award granted on February 16, 2016.

Represents the number of shares of Class A Common Stock received from the vesting of 1/3 of the vested performance based restricted stock units previously granted to the reporting person under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan on December 1, 2014.
- (5) Each restricted stock unit represents a contingent right to receive one share of the Company's Class A Common Stock.

The restricted stock units were granted on December 1, 2014 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 December 1, 2017.
- (7) The restricted stock units were granted on February 16, 2016 under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan and vest in quarterly installments over three years, commencing on June 1, 2016, 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 March 1, 2019.
- (8) The performance-based restricted stock units were granted on December 1, 2014 under the Cognizant Technology Solutions Corporation 2009 Incentive Compensation Plan. In accordance with the performance-based restricted stock unit award, 1/3 of the vested performance-based restricted stock units were issuable on June 1, 2016, provided the reporting person remained in the Company's service through such anniversary date. The remaining 2/3 of the vested performance-based restricted stock units shall be issued on December 1, 2017, provided that the reporting person remains in the Company's service through such anniversary date.

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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