

DSOUZA FRANCISCO
Form 4
November 25, 2009

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 *
DSOUZA FRANCISCO

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

(Last) (First) (Middle)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/23/2009

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Common Stock	11/23/2009		S		3,800 D (1) \$ 44.69	220,381	D
Class A Common Stock	11/23/2009		S		2,300 D (1) \$ 44.7	218,081	D
Class A Common Stock	11/23/2009		S		2,400 D (1) \$ 44.71	215,681	D

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Class A Common Stock	11/23/2009	S	1,217	<u>D</u> (1)	\$ 44.72	214,464	D
Class A Common Stock	11/23/2009	S	1,083	<u>D</u> (1)	\$ 44.73	213,381	D
Class A Common Stock	11/23/2009	S	7,753	<u>D</u> (1)	\$ 44.74	205,628	D
Class A Common Stock	11/23/2009	S	1,800	<u>D</u> (1)	\$ 44.75	203,828	D
Class A Common Stock	11/23/2009	S	619	<u>D</u> (1)	\$ 44.76	203,209	D
Class A Common Stock	11/23/2009	S	1,007	<u>D</u> (1)	\$ 44.77	202,202	D
Class A Common Stock	11/23/2009	S	1,700	<u>D</u> (1)	\$ 44.78	200,502	D
Class A Common Stock	11/23/2009	S	1,100	<u>D</u> (1)	\$ 44.79	199,402	D
Class A Common Stock	11/23/2009	S	900	<u>D</u> (1)	\$ 44.8	198,502	D
Class A Common Stock	11/23/2009	S	100	<u>D</u> (1)	\$ 44.81	198,402	D
Class A Common Stock	11/23/2009	S	100	<u>D</u> (1)	\$ 44.82	198,302	D
Class A Common Stock	11/23/2009	S	2,400	<u>D</u> (1)	\$ 44.83	195,902	D
Class A Common Stock	11/23/2009	S	200	<u>D</u> (1)	\$ 44.84	195,702	D
Class A Common Stock	11/23/2009	S	700	<u>D</u> (1)	\$ 44.85	195,002	D
Class A Common	11/23/2009	S	1,000	<u>D</u> (1)	\$ 44.86	194,002	D

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Stock							
Class A Common Stock	11/23/2009	S	3,098	<u>D</u> (1)	\$ 44.87	190,904	D
Class A Common Stock	11/23/2009	S	1,879	<u>D</u> (1)	\$ 44.88	189,025	D
Class A Common Stock	11/23/2009	S	500	<u>D</u> (1)	\$ 44.89	188,525	D
Class A Common Stock	11/23/2009	S	1,100	<u>D</u> (1)	\$ 44.9	187,425	D
Class A Common Stock	11/23/2009	S	800	<u>D</u> (1)	\$ 44.92	186,625	D
Class A Common Stock	11/23/2009	S	900	<u>D</u> (1)	\$ 44.95	185,725	D
Class A Common Stock	11/23/2009	S	1,544	<u>D</u> (1)	\$ 44.96	184,181	D
Class A Common Stock	11/23/2009	S	3,100	<u>D</u> (1)	\$ 44.97	181,081	D
Class A Common Stock	11/23/2009	S	1,600	<u>D</u> (1)	\$ 44.98	179,481	D
Class A Common Stock	11/23/2009	S	1,700	<u>D</u> (1)	\$ 44.99	177,781	D
Class A Common Stock	11/23/2009	S	800	<u>D</u> (1)	\$ 45	176,981	D
Class A Common Stock	11/23/2009	S	800	<u>D</u> (1)	\$ 45.01	176,181	D

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V (A) (D)		Date Exercisable Expiration Date	Title Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DSOUZA FRANCISCO C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 FRANK W. BURR BLVD TEANECK, NJ 07666	X		President and CEO	

Signatures

/s/ Steven Schwartz, on behalf of Francisco D'Souza, by power of attorney
 11/24/2009
 **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 shares were sold pursuant to a Rule 10b5-1 Sales Plan.

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.