

COGNIZANT TECHNOLOGY SOLUTIONS CORP

Form 4

February 06, 2007

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 *
Mehta Rajeev

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
GLENPOINTE CENTRE WEST

3. Date of Earliest Transaction
(Month/Day/Year)
02/05/2007

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
COO, Global Client Services

(Street)
TEANECK, NJ 07666

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Class A Common Stock	02/05/2007		M		3,750	A \$ 43.49	5,648 D
Class A Common Stock	02/05/2007		M		35,000	A \$ 22.885	5,648 D
Class A Common Stock	02/05/2007		S		400 ⁽¹⁾	D \$ 90.44	5,648 D

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Class A Common Stock	02/05/2007	S	390 ⁽¹⁾ <u> </u>	D	\$ 90.42	5,648	D
Class A Common Stock	02/05/2007	S	2,620 ⁽¹⁾ <u> </u>	D	\$ 90.41	5,648	D
Class A Common Stock	02/05/2007	S	1,600 ⁽¹⁾ <u> </u>	D	\$ 90.4	5,648	D
Class A Common Stock	02/05/2007	S	300 ⁽¹⁾ <u> </u>	D	\$ 90.39	5,648	D
Class A Common Stock	02/05/2007	S	200 ⁽¹⁾ <u> </u>	D	\$ 90.38	5,648	D
Class A Common Stock	02/05/2007	S	704 ⁽¹⁾ <u> </u>	D	\$ 90.21	5,648	D
Class A Common Stock	02/05/2007	S	1,800 ⁽¹⁾ <u> </u>	D	\$ 90.2	5,648	D
Class A Common Stock	02/05/2007	S	6,986 ⁽¹⁾ <u> </u>	D	\$ 90.19	5,648	D
Class A Common Stock	02/05/2007	S	800 ⁽¹⁾ <u> </u>	D	\$ 89.86	5,648	D
Class A Common Stock	02/05/2007	S	200 ⁽¹⁾ <u> </u>	D	\$ 89.85	5,648	D
Class A Common Stock	02/05/2007	S	4,000 ⁽¹⁾ <u> </u>	D	\$ 89.8	5,648	D
Class A Common Stock	02/05/2007	S	2,300 ⁽¹⁾ <u> </u>	D	\$ 89.76	5,648	D
Class A Common Stock	02/05/2007	S	7,100 ⁽¹⁾ <u> </u>	D	\$ 89.7	5,648	D
Class A Common Stock	02/05/2007	S	206 ⁽¹⁾ <u> </u>	D	\$ 89.65	5,648	D
Class A Common	02/05/2007	S	172 ⁽¹⁾ <u> </u>	D	\$ 89.64	5,648	D

Stock

Class A Common Stock	02/05/2007	S	<u>1,100</u> (1)	D	\$ 89.63	5,648	D
Class A Common Stock	02/05/2007	S	<u>1,872</u> (1)	D	\$ 89.62	5,648	D
Class A Common Stock	02/05/2007	S	<u>4,550</u> (1)	D	\$ 89.55	5,648	D
Class A Common Stock	02/05/2007	S	600 (1)	D	\$ 89.54	5,648	D
Class A Common Stock	02/05/2007	S	350 (1)	D	\$ 89.53	5,648	D
Class A Common Stock	02/05/2007	S	200 (1)	D	\$ 89.46	5,648	D
Class A Common Stock	02/05/2007	S	300 (1)	D	\$ 89.45	5,648	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	\$ 43.49	02/05/2007		M			3,750	05/17/2006	05/17/2015	Class A Common Stock	3,750

(Right to
Buy) (2)Class A
Common

Stock

\$ 22.885

02/05/2007

M

35,000

03/04/2005

03/04/2014

Class A

Common

35,000

Stock

Option

(Right to

Buy) (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mehta Rajeev C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 GLENPOINTE CENTRE WEST TEANECK, NJ 07666			COO, Global Client Services	

Signatures

/s/ Steven E. Schwartz on behalf of Rajeev Mehta, by Power of
Attorney

02/06/2007

**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.

Such options were granted on May 17, 2005 pursuant to the Company's 1999 Incentive Compensation Plan, as amended. Such options

(2) have the following vesting schedule: 25% on May 17, 2006; 25% on May 17, 2007; 25% on May 17, 2008; and 25% on May 17, 2009.
The Date Exercisable above reflects the first anniversary date of such option.

(3) Includes multiple option grants with different exercise prices and vesting dates.

Such options were granted on March 4, 2004 pursuant to the Company's 1999 Incentive Compensation Plan, as amended. Such options

(4) have the following vesting schedule: 25% on March 4, 2005; 25% on March 4, 2006; 25% on March 4, 2007; and 25% on March 4, 2008.
The Date Exercisable above reflects the first anniversary date of such option.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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