

KLEIN JOHN E

Form 4

November 10, 2009

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
KLEIN JOHN E

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 FRANK
W. BURR BLVD

3. Date of Earliest Transaction
(Month/Day/Year)
11/06/2009

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☒ Other (specify
below) Chairman of the Board

(Street)
TEANECK, NJ 07666

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

(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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	11/06/2009		M		40,000	A	\$ 4.61	468,700	D	
Class A Common Stock	11/06/2009		S		500	D	\$ 41.96	428,700	D	
Class A Common Stock	11/06/2009		S		300	D	\$ 41.97	428,700	D	

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Class A Common Stock	11/06/2009	S	800	D	\$ 41.98	428,700	D
Class A Common Stock	11/06/2009	S	478	D	\$ 42	428,700	D
Class A Common Stock	11/06/2009	S	100	D	\$ 42.01	428,700	D
Class A Common Stock	11/06/2009	S	11,400	D	\$ 42.02	428,700	D
Class A Common Stock	11/06/2009	S	100	D	\$ 42.03	428,700	D
Class A Common Stock	11/06/2009	S	4,900	D	\$ 42.1	428,700	D
Class A Common Stock	11/06/2009	S	1,200	D	\$ 42.12	428,700	D
Class A Common Stock	11/06/2009	S	5,300	D	\$ 42.13	428,700	D
Class A Common Stock	11/06/2009	S	1,600	D	\$ 42.14	428,700	D
Class A Common Stock	11/06/2009	S	1,800	D	\$ 42.15	428,700	D
Class A Common Stock	11/06/2009	S	500	D	\$ 42.18	428,700	D
Class A Common Stock	11/06/2009	S	6,030	D	\$ 42.23	428,700	D
Class A Common Stock	11/06/2009	S	4,079	D	\$ 42.25	428,700	D
Class A Common Stock	11/06/2009	S	913	D	\$ 42.33	428,700	D

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

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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 (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⁾	\$ 4.61	11/06/2009		M	40,000	05/09/2004 05/09/2013	Class A Common Stock 40,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KLEIN JOHN E
C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP.
500 FRANK W. BURR BLVD
TEANECK, NJ 07666

X

Chairman of the Board

Signatures

/s/ Steven Schwartz, on behalf of John E. Klein, by power of
attorney

11/10/2009

 **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).

Such options were granted on May 9, 2003 pursuant to the Company's Amended and Restated 1999 Incentive Compensation Plan. Such
(1) options vested as follows: 50% on May 9, 2004, and 50% on May 9, 2005. The date exercisable above reflects the first anniversary of
such option grant.

(2) Excludes previously granted options for an aggregate of 120,000 shares of Class A Common Stock, which have 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.

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