

RAMAKRISHNAN CHANDRASEKARAN
 Form 4
 March 01, 2013

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 *
 RAMAKRISHNAN
 CHANDRASEKARAN

(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)
 02/27/2013

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Group Chief Exec-Tech & Ops

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |

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)

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| 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. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|---|---|
| Restricted Stock Units ⁽¹⁾ ⁽²⁾ | ⁽¹⁾ ⁽²⁾ | 02/27/2013 | | A | 20,452 | ⁽¹⁾ ⁽²⁾ ⁽¹⁾ ⁽²⁾ | Class A Common Stock | 20,452 \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| RAMAKRISHNAN CHANDRASEKARAN C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP 500 FRANK W. BURR BLVD TEANECK, NJ 07666 | | | Group Chief Exec-Tech & Ops | |

Signatures

/s/ Steven Schwartz, on behalf of Chandrasekaran Ramakrishnan, by Power of Attorney 03/01/2013

__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).

Represents the total number of performance-based restricted stock units which vested based upon attainment by the Company of certain performance milestones, as determined by the Company's compensation committee on February 27, 2013 based upon the audited financials for the 2012 fiscal year. The performance-based restricted stock units were granted on November 28, 2011 under the Cognizant

(1) Technology Solutions 2009 Incentive Compensation Plan. In accordance with the performance-based restricted stock unit award, 1/3 of the vested performance-based restricted stock units shall be issued on the eighteen-month anniversary of the date of grant of such performance-based restricted stock units, provided the reporting person remains in the Company's service through such anniversary date. (Continued in the next footnote.)

(2) (Continued from the previous footnote.) The remaining 2/3 of the vested performance-based restricted stock units shall be issued on the thirty-six month anniversary of the date of grant of such performance-based restricted stock units, provided that the grantee remains in the Company's service through such anniversary date. Each performance-based restricted stock unit represents a contingent right to receive one share of the Company's Class A Common Stock. The reporting person will disclose the receipt of shares of the Company's Class A Common Stock underlying the performance-based restricted stock units on Table I of Form 4, if and when such reporting person satisfies the aforementioned service-based conditions.

(3) Excludes previously granted restricted stock units for an aggregate of 73,176 shares of Class A Common Stock, which have different vesting schedules.

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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