

KLEIN JOHN E  
 Form 4  
 December 08, 2006

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

OMB APPROVAL

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

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 \*  
 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)

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

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

C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP., 500 GLENPOINTE CENTRE WEST

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

(Street)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |
| Class A Common Stock            | 12/06/2006                           |  | M                              | 30,000  | A   | \$ 7.5783  | 220,600 D   |
| Class A Common Stock            | 12/06/2006                           |  | S                              | 1,000   | D   | \$ 80.3558   | 220,600 D   |
| Class A Common Stock            | 12/06/2006                           |  | S                              | 1,000   | D   | \$ 80.3915   | 220,600 D   |

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|                            |            |   |       |   |               |         |   |
|----------------------------|------------|---|-------|---|---------------|---------|---|
| Class A<br>Common<br>Stock | 12/06/2006 | S | 1,000 | D | \$<br>80.4014 | 220,600 | D |
| Class A<br>Common<br>Stock | 12/06/2006 | S | 1,000 | D | \$ 80.403     | 220,600 | D |
| Class A<br>Common<br>Stock | 12/06/2006 | S | 1,000 | D | \$<br>80.4618 | 220,600 | D |
| Class A<br>Common<br>Stock | 12/06/2006 | S | 1,000 | D | \$<br>80.5067 | 220,600 | D |
| Class A<br>Common<br>Stock | 12/06/2006 | S | 1,000 | D | \$<br>80.5086 | 220,600 | D |
| Class A<br>Common<br>Stock | 12/06/2006 | S | 1,000 | D | \$<br>80.5129 | 220,600 | D |
| Class A<br>Common<br>Stock | 12/06/2006 | S | 1,000 | D | \$ 80.528     | 220,600 | D |
| Class A<br>Common<br>Stock | 12/06/2006 | S | 1,000 | D | \$<br>80.5583 | 220,600 | D |
| Class A<br>Common<br>Stock | 12/06/2006 | S | 1,000 | D | \$<br>80.5633 | 220,600 | D |
| Class A<br>Common<br>Stock | 12/06/2006 | S | 1,000 | D | \$<br>80.5686 | 220,600 | D |
| Class A<br>Common<br>Stock | 12/06/2006 | S | 1,000 | D | \$<br>80.6412 | 220,600 | D |
| Class A<br>Common<br>Stock | 12/06/2006 | S | 1,000 | D | \$<br>80.6711 | 220,600 | D |
| Class A<br>Common<br>Stock | 12/06/2006 | S | 1,000 | D | \$<br>80.7446 | 220,600 | D |
| Class A<br>Common<br>Stock | 12/06/2006 | S | 2,000 | D | \$ 80.777     | 220,600 | D |
| Class A<br>Common          | 12/06/2006 | S | 1,000 | D | \$<br>80.3522 | 220,600 | D |

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|                            |            |   |       |   |            |         |   |
|----------------------------|------------|---|-------|---|------------|---------|---|
| Stock                      |            |   |       |   |            |         |   |
| Class A<br>Common<br>Stock | 12/06/2006 | S | 1,000 | D | \$ 80.78   | 220,600 | D |
| Class A<br>Common<br>Stock | 12/06/2006 | S | 1,000 | D | \$ 80.8384 | 220,600 | D |
| Class A<br>Common<br>Stock | 12/06/2006 | S | 1,000 | D | \$ 80.8615 | 220,600 | D |
| Class A<br>Common<br>Stock | 12/06/2006 | S | 1,000 | D | \$ 80.9119 | 220,600 | D |
| Class A<br>Common<br>Stock | 12/06/2006 | S | 1,000 | D | \$ 80.918  | 220,600 | D |
| Class A<br>Common<br>Stock | 12/06/2006 | S | 1,000 | D | \$ 80.9193 | 220,600 | D |
| Class A<br>Common<br>Stock | 12/06/2006 | S | 1,000 | D | \$ 80.93   | 220,600 | D |
| Class A<br>Common<br>Stock | 12/06/2006 | S | 1,000 | D | \$ 80.9315 | 220,600 | D |
| Class A<br>Common<br>Stock | 12/06/2006 | S | 1,000 | D | \$ 80.9343 | 220,600 | D |
| Class A<br>Common<br>Stock | 12/06/2006 | S | 1,000 | D | \$ 81.0408 | 220,600 | D |
| Class A<br>Common<br>Stock | 12/06/2006 | S | 1,000 | D | \$ 81.25   | 220,600 | D |
| Class A<br>Common<br>Stock | 12/06/2006 | S | 1,000 | D | \$ 81.3652 | 220,600 | 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)

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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) |        |                            |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
|   |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title  | Amount or Number of Shares |
| Class A Common Stock Option (Right to Buy) <sup>(1)</sup> | \$ 7.5783  | 12/06/2006                           |  | M                              | 30,000  | 06/05/2003 06/05/2012                                    | Class A Common Stock  | 30,000 |                            |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |                       |
|---|---------------|-----------|---------|-----------------------|
|   | Director      | 10% Owner | Officer | Other                 |
| KLEIN JOHN E<br>C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP.<br>500 GLENPOINTE CENTRE WEST<br>TEANECK, NJ 07666 | X             |           |         | Chairman of the Board |

## Signatures

/s/ Steven E. Schwartz on behalf of John E. Klein, by Power of Attorney

12/08/2006

\_\_\_\_\_  
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 options were granted on June 5, 2002 pursuant to the Company's 1999 Incentive Compensation Plan, as amended. Such options were 100% vested on June 5, 2004.

(2) Includes multiple option grants with 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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