

## COGNIZANT TECHNOLOGY SOLUTIONS CORP

Form 4

January 26, 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)  
01/24/2007

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                   |                                                                                |
| Class A<br>Common<br>Stock            | 01/24/2007                              |                                                             | M                                    |                                                                         | 9,000                                                                                                              | A \$ 4.683                                                              | 5,648 D                                                                        |
| Class A<br>Common<br>Stock            | 01/24/2007                              |                                                             | M                                    |                                                                         | 12,000                                                                                                             | A \$ 10.115                                                             | 5,648 D                                                                        |
| Class A<br>Common<br>Stock            | 01/24/2007                              |                                                             | M                                    |                                                                         | 3,000                                                                                                              | A \$ 11.628                                                             | 5,648 D                                                                        |

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|                            |            |   |                     |   |              |       |   |
|----------------------------|------------|---|---------------------|---|--------------|-------|---|
| Class A<br>Common<br>Stock | 01/24/2007 | M | 15,000              | A | \$<br>22.885 | 5,648 | D |
| Class A<br>Common<br>Stock | 01/24/2007 | S | <u>1,200</u><br>(1) | D | \$ 83.44     | 5,648 | D |
| Class A<br>Common<br>Stock | 01/24/2007 | S | 200 <u>(1)</u>      | D | \$ 83.43     | 5,648 | D |
| Class A<br>Common<br>Stock | 01/24/2007 | S | 101 <u>(1)</u>      | D | \$ 83.39     | 5,648 | D |
| Class A<br>Common<br>Stock | 01/24/2007 | S | 999 <u>(1)</u>      | D | \$ 83.36     | 5,648 | D |
| Class A<br>Common<br>Stock | 01/24/2007 | S | 200 <u>(1)</u>      | D | \$ 83.35     | 5,648 | D |
| Class A<br>Common<br>Stock | 01/24/2007 | S | 100 <u>(1)</u>      | D | \$ 83.34     | 5,648 | D |
| Class A<br>Common<br>Stock | 01/24/2007 | S | 100 <u>(1)</u>      | D | \$ 83.33     | 5,648 | D |
| Class A<br>Common<br>Stock | 01/24/2007 | S | <u>1,400</u><br>(1) | D | \$ 83.32     | 5,648 | D |
| Class A<br>Common<br>Stock | 01/24/2007 | S | <u>2,400</u><br>(1) | D | \$ 83.3      | 5,648 | D |
| Class A<br>Common<br>Stock | 01/24/2007 | S | 984 <u>(1)</u>      | D | \$ 83.28     | 5,648 | D |
| Class A<br>Common<br>Stock | 01/24/2007 | S | 700 <u>(1)</u>      | D | \$ 83.24     | 5,648 | D |
| Class A<br>Common<br>Stock | 01/24/2007 | S | 700 <u>(1)</u>      | D | \$ 83.23     | 5,648 | D |
| Class A<br>Common<br>Stock | 01/24/2007 | S | <u>1,781</u><br>(1) | D | \$ 83.22     | 5,648 | D |
| Class A<br>Common          | 01/24/2007 | S | <u>3,316</u><br>(1) | D | \$ 83.21     | 5,648 | D |

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Stock

|                            |            |   |                     |   |          |       |   |
|----------------------------|------------|---|---------------------|---|----------|-------|---|
| Class A<br>Common<br>Stock | 01/24/2007 | S | <u>3,800</u><br>(1) | D | \$ 83.2  | 5,648 | D |
| Class A<br>Common<br>Stock | 01/24/2007 | S | <u>3,488</u><br>(1) | D | \$ 83.19 | 5,648 | D |
| Class A<br>Common<br>Stock | 01/24/2007 | S | 631 <u>(1)</u>      | D | \$ 83.18 | 5,648 | D |
| Class A<br>Common<br>Stock | 01/24/2007 | S | <u>3,400</u><br>(1) | D | \$ 83.16 | 5,648 | D |
| Class A<br>Common<br>Stock | 01/24/2007 | S | <u>2,300</u><br>(1) | D | \$ 83.15 | 5,648 | D |
| Class A<br>Common<br>Stock | 01/24/2007 | S | 400 <u>(1)</u>      | D | \$ 83.14 | 5,648 | D |
| Class A<br>Common<br>Stock | 01/24/2007 | S | 400 <u>(1)</u>      | D | \$ 83.13 | 5,648 | D |
| Class A<br>Common<br>Stock | 01/24/2007 | S | 900 <u>(1)</u>      | D | \$ 83.12 | 5,648 | D |
| Class A<br>Common<br>Stock | 01/24/2007 | S | 200 <u>(1)</u>      | D | \$ 83.07 | 5,648 | D |
| Class A<br>Common<br>Stock | 01/24/2007 | S | <u>1,400</u><br>(1) | D | \$ 83.06 | 5,648 | D |
| Class A<br>Common<br>Stock | 01/24/2007 | S | <u>2,200</u><br>(1) | D | \$ 83.05 | 5,648 | D |
| Class A<br>Common<br>Stock | 01/24/2007 | S | 200 <u>(1)</u>      | D | \$ 83.04 | 5,648 | 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>(2)</sup> | \$ 4.683                                               | 01/24/2007                           |                                                    | M                              | 9,000                                                                                   | 11/02/2002                                               | 11/02/2011      | Class A Common Stock                                          | 9,000                      |
| Class A Common Stock Option (Right to Buy) <sup>(4)</sup> | \$ 10.115                                              | 01/24/2007                           |                                                    | M                              | 12,000                                                                                  | 02/05/2004                                               | 02/05/2013      | Class A Common Stock                                          | 12,000                     |
| Class A Common Stock Option (Right to Buy) <sup>(5)</sup> | \$ 11.628                                              | 01/24/2007                           |                                                    | M                              | 3,000                                                                                   | 03/05/2004                                               | 03/05/2013      | Class A Common Stock                                          | 3,000                      |
| Class A Common Stock Option (Right to Buy) <sup>(6)</sup> | \$ 22.885                                              | 01/24/2007                           |                                                    | M                              | 15,000                                                                                  | 03/04/2005                                               | 03/04/2014      | Class A Common Stock                                          | 15,000                     |

## Reporting Owners

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

## Signatures

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

01/25/2007

\_\_\_\_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.

(2) Such options were granted on November 2, 2001 pursuant to the Company's 1999 Incentive Compensation Plan, as amended. Such options were 100% vested on November 2, 2005.

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

(4) Such options were granted on February 5, 2003 pursuant to the Company's 1999 Incentive Compensation Plan, as amended. Such options have the following vesting schedule: 12,000 shares vested on February 5, 2006 and 12,000 shares vest on February 5, 2007.

Such options were granted on March 5, 2003 pursuant to the Company's 1999 Incentive Compensation Plan, as amended. Such options  
(5) have the following vesting schedule: 1,500 shares vested on March 5, 2005, 1,500 shares vested on March 5, 2006 and 1,500 shares vest on March 5, 2007.

Such options were granted on March 4, 2004 pursuant to the Company's 1999 Incentive Compensation Plan, as amended. Such options  
(6) 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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