

COGNIZANT TECHNOLOGY SOLUTIONS CORP
 Form 4
 February 20, 2007

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 *
 NARAYANAN LAKSHMI

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)
 02/15/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
 Vice Chairman

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Class A Common Stock | 02/15/2007 | | M | | 34,000 A \$ 2.0365 | 0 | D |
| Class A Common Stock | 02/15/2007 | | S | | 8,000 D \$ 94.5 | 0 | D |
| Class A Common Stock | 02/15/2007 | | S | | 6,000 D \$ 94.3 | 0 | D |

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| | | | | | | | |
|----------------------------|------------|---|-------|---|----------|---|---|
| Class A Common Stock | 02/15/2007 | S | 3,000 | D | \$ 94.2 | 0 | D |
| Class A Common Stock | 02/15/2007 | S | 1,500 | D | \$ 94.51 | 0 | D |
| Class A Common Stock | 02/15/2007 | S | 5,000 | D | \$ 94.45 | 0 | D |
| Class A Common Stock | 02/15/2007 | S | 5,000 | D | \$ 94.35 | 0 | D |
| Class A Common Stock | 02/15/2007 | S | 1,500 | D | \$ 94.25 | 0 | D |
| Class A Common Stock | 02/15/2007 | S | 1,500 | D | \$ 94.15 | 0 | D |
| Class A Common Stock | 02/15/2007 | S | 1,500 | D | \$ 94.1 | 0 | D |
| Class A Common Stock | 02/15/2007 | S | 1,000 | D | \$ 94.05 | 0 | 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 | \$ 2.0365 | 02/15/2007 | | M | 34,000 | 05/14/2000 | 05/14/2009 | Class A Common | 34,000 |

Stock
 Option
 (Right to
 Buy) (1)

Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| NARAYANAN LAKSHMI C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 GLENPOINTE CENTRE WEST TEANECK, NJ 07666 | X | | Vice Chairman | |

Signatures

/s/ Steven Schwartz on behalf of Lakshmi Narayanan, by Power of Attorney

02/20/2007

 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 options were granted on May 14, 1999 pursuant to the Company's 1999 Incentive Compensation Plan. The options were 100% vested on May 14, 2003. The Date Exercisable above reflects the first anniversary date of such options.
- (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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.