

DSOUZA FRANCISCO
Form 4
June 21, 2005

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 *
DSOUZA FRANCISCO

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)
06/17/2005

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Chief Operating Officer

(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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Class A Common Stock	06/17/2005		M		60,000	A \$ 10.115	84,142 D
Class A Common Stock	06/17/2005		S		42,079 (1)	D \$ 50	84,142 D
Class A Common Stock	06/17/2005		S		2,637 (1)	D \$ 50.01	84,142 D

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Class A Common Stock	06/17/2005	S	<u>2,920</u> (1)	D	\$ 50.04	84,142	D
Class A Common Stock	06/17/2005	S	100 <u>(1)</u>	D	\$ 50.05	84,142	D
Class A Common Stock	06/17/2005	S	<u>1,550</u> (1)	D	\$ 50.1	84,142	D
Class A Common Stock	06/17/2005	S	<u>2,350</u> (1)	D	\$ 50.11	84,142	D
Class A Common Stock	06/17/2005	S	900 <u>(1)</u>	D	\$ 50.12	84,142	D
Class A Common Stock	06/17/2005	S	<u>2,164</u> (1)	D	\$ 50.15	84,142	D
Class A Common Stock	06/17/2005	S	200 <u>(1)</u>	D	\$ 50.17	84,142	D
Class A Common Stock	06/17/2005	S	100 <u>(1)</u>	D	\$ 50.18	84,142	D
Class A Common Stock	06/17/2005	S	<u>2,555</u> (1)	D	\$ 50.2	84,142	D
Class A Common Stock	06/17/2005	S	<u>1,913</u> (1)	D	\$ 50.21	84,142	D
Class A Common Stock	06/17/2005	S	532 <u>(1)</u>	D	\$ 50.22	84,142	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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class A Common Stock Option (Right to Buy) ⁽²⁾	\$ 10.115	06/17/2005	M		60,000		02/05/2004	02/05/2013	Class A Common Stock	60,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DSOUZA FRANCISCO C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP. 500 GLENPOINTE CENTRE WEST TEANECK, NJ 07666			Chief Operating Officer	

Signatures

/s/ Steven E. Schwartz on behalf of Francisco D'Souza, by Power of Attorney

06/17/2005

**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.

Such options were granted on February 5, 2003 pursuant to the Company's 1999 Incentive Compensation Plan, as amended. Such options

- (2) vest as follows: 25% on February 5, 2004; 25% on February 5, 2005; 25% on February 5, 2006; and 25% on February 5, 2007. The Date Exercisable above reflects the first anniversary date of such option.

- (3) 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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