

NARAYANAN LAKSHMI  
Form 4/A  
March 01, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)  
02/22/2006

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President and CEO

(Street)  
TEANECK, NJ 07666

4. If Amendment, Date Original Filed(Month/Day/Year)  
02/23/2006

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  | (A) or (D)   | Price                             |
| Class A Common Stock            | 02/22/2006                           |  | M                              |   | 14,309<br>(1)   | A  | \$ 0.32                           |
| Class A Common Stock            | 02/22/2006                           |  | M                              |   | 20,691<br>(2)   | A  | \$ 2.04                           |

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**

SEC 1474 (9-02)

displays a currently valid OMB control number.

**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>(3)</sup> | \$ 0.32  | 02/22/2006                           |  | M                              | 14,309 <sub>(1)</sub>   | 07/25/1998 07/25/2007                                    | Class A Common Stock 14,309 <sub>(1)</sub>                    |
| Class A Common Stock Option (Right to Buy) <sup>(5)</sup> | \$ 2.04  | 02/22/2006                           |  | M                              | 20,691 <sub>(2)</sub>   | 05/14/2000 05/14/2009                                    | Class A Common Stock 20,691 <sub>(2)</sub>                    |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| NARAYANAN LAKSHMI<br>C/O COGNIZANT TECHNOLOGY SOLUTIONS CORP.<br>500 GLENPOINTE CENTRE WEST<br>TEANECK, NJ 07666 | X             |           | President and CEO |       |

## Signatures

/s/ Steven Schwartz on behalf of Lakshmi Narayanan, by Power of Attorney  
Date: 02/28/2006

\*\*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)

## Edgar Filing: NARAYANAN LAKSHMI - Form 4/A

In the Form 4 filed February 22, 2006, the number of securities acquired through the exercise of this stock option was incorrectly reported to be 35,000 shares of Class A Common Stock.

- (2) In the Form 4 filed February 22, 2006, the acquisition of 20,691 shares of Class A Common Stock through the exercise of this stock option was not reported.
- (3) Such options were granted on July 25, 1997 pursuant to the Amended and Restated Cognizant Technology Solutions Key Employees Stock Option Plan. Such options were fully vested on July 25, 2001.
- (4) Includes multiple option grants with different exercise prices and vesting dates.
- (5) Such options were granted on May 14, 1999 pursuant to the Company's 1999 Incentive Compensation Plan, as amended. Such options were fully vested on May 14, 2003.

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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