

Genpact LTD
Form 4
May 12, 2008

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 *
Chopra Rakesh

(Last) (First) (Middle)

C/O GENPACT US HOLDINGS, INC., 1251 AVENUE OF THE AMERICAS 41ST FLOOR

(Street)

NEW YORK, NY 10020

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Genpact LTD [G]

3. Date of Earliest Transaction (Month/Day/Year)
05/08/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)
Common Shares	05/08/2008		M			59,697	\$ 8.3637	59,697	D	
Common Shares	05/08/2008		S			100	\$ 13.36	59,597	D	
Common Shares	05/08/2008		S			600	\$ 13.35	58,997	D	
Common Shares	05/08/2008		S			1,000	\$ 13.34	57,997	D	
Common Shares	05/08/2008		S			1,300	\$ 13.33	56,697	D	

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Common Shares	05/08/2008	S	1,500	D	\$ 13.32	55,197	D
Common Shares	05/08/2008	S	1,400	D	\$ 13.31	53,797	D
Common Shares	05/08/2008	S	48,700	D	\$ 13.3	5,097	D
Common Shares	05/08/2008	S	650	D	\$ 13.29	4,447	D
Common Shares	05/08/2008	S	100	D	\$ 13.28	4,347	D
Common Shares	05/08/2008	S	1,700	D	\$ 13.27	2,647	D
Common Shares	05/08/2008	S	500	D	\$ 13.26	2,147	D
Common Shares	05/08/2008	S	2,147	D	\$ 13.25	0	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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
Employee Stock Option	\$ 8.3637	05/08/2008		M	59,697	<u>(1)</u>	11/15/2016	Common Shares	59,697

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Chopra Rakesh
C/O GENPACT US HOLDINGS, INC.
1251 AVENUE OF THE AMERICAS 41ST FLOOR
NEW YORK, NY 10020

Senior
Vice
President

Signatures

/s/ Heather White, as Attorney in Fact for Rakesh
Chopra

05/12/2008

__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) The option vests 20% each year for 5 years.

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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