

Genpact LTD
Form 4
May 12, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Mehta Piyush

(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 VP , Human Resources

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)			
				(A) or (D)	Price					
			Code	V	Amount					
Common Shares	05/08/2008		M		42,000	A	\$ 3.4439	49,931	D	
Common Shares	05/08/2008		S		300	D	\$ 13.54	49,631	D	
Common Shares	05/08/2008		S		4,100	D	\$ 13.51	45,531	D	
Common Shares	05/08/2008		S		14,100	D	\$ 13.5	31,431	D	
Common Shares	05/08/2008		S		3,000	D	\$ 13.49	28,431	D	

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Common Shares	05/08/2008	S	2,000	D	\$ 13.48	26,431	D
Common Shares	05/08/2008	S	1,800	D	\$ 13.47	24,631	D
Common Shares	05/08/2008	S	9,100	D	\$ 13.46	15,531	D
Common Shares	05/08/2008	S	3,800	D	\$ 13.45	11,731	D
Common Shares	05/08/2008	S	900	D	\$ 13.44	10,831	D
Common Shares	05/08/2008	S	400	D	\$ 13.42	10,431	D
Common Shares	05/08/2008	S	2,500	D	\$ 13.4	7,931 ⁽¹⁾	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.

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 (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	\$ 3.4439	05/08/2008		M	42,000	⁽²⁾	07/26/2015	Common Shares	42,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Mehta Piyush
C/O GENPACT US HOLDINGS, INC.

Senior VP , Human Resources

1251 AVENUE OF THE AMERICAS 41ST FLOOR
NEW YORK, NY 10020

Signatures

/s/ Heather White, as Attorney in Fact for Piyush
Mehta

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) A beneficial holding of 8,785 common shares was incorrectly reported on the Form 3 filed on August 1, 2007.
 - (2) The option vested 20% on the first anniversary of the grant date and vests 5% quarterly thereafter.

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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