

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

**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
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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