SYNTEL II Form 5 February 13											
FORM	·								OMB AP	PROVAL	
	-	STATES	S SECU	RITIES AN	ND EXCHA	NGF	E CON	<b>MISSION</b>	OMB Number:	3235-0362	
Check th no longe	nis box if r subject		Wa	ashington, l	D.C. 20549				Expires:	January 31,	
to Section 16. Form 4 or Form 5 obligations may continue. See Instruction			ATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						Estimated a burden hour response		
1(b).Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,Form 3 HoldingsSection 17(a) of the Public Utility Holding Company Act of 1935 or SectionReported30(h) of the Investment Company Act of 1940TransactionsReported											
1. Name and Address of Reporting Person <u>*</u> SETHI NEERJA			2. Issuer Name <b>and</b> Ticker or Trading Symbol SYNTEL INC [SYNT]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Stater	nent for Issuer	's Fiscal Year I	Ended		(Check all applicable)			
(Month/Day/Year)				X DirectorX 10% Owner X Officer (give title Other (specify							
	BIG BEAVER	12/31/2005 <u></u> C below)				ow)	below) hairman, President & CEO				
ROAD, S	SUITE 300							Chairman,	r resident & C	20	
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)				6. 1	6. Individual or Joint/Group Reporting			
(check applicable line)											
TROY, N	AIÂ 48083							_ Form Filed by Or Form Filed by Mo son	1 0		
(City)	(State)	(Zip)	Tal	ole I - Non-De	rivative Secur	ities A	Acquire	d, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	3. Transaction Code (Instr. 8)	4. Securities , or Disposed c (Instr. 3, 4 an Amount	of (D)		5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	02/02/2005	Â		G	4,000,000	D	\$ 0	0	I <u>(2)</u>	By Trust	
Common Stock	02/02/2005	Â		G	4,000,000	A	\$ 0	150,000	I ( <u>2)</u>	By Spouse (Bharat Desai)	
										By	

Stock

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Common Stock	12/27/2005	Â	G	4,000,000	А	\$0	12,467,750	I <u>(2)</u>	By Trust $(3)$
Common Stock	Â	Â	Â	Â	Â	Â	10,302,158	I	By Trust $(4)$
Common Stock	Â	Â	Â	Â	Â	Â	4,659,346	I <u>(3)</u>	By Trust $(5)$
Common Stock	Â	Â	Â	Â	Â	Â	4,659,346	I <u>(3)</u>	By Trust $(5)$
Common Stock	Â	Â	Â	Â	Â	Â	150,000	I <u>(3)</u>	By Trust $(6)$
Common Stock	Â	Â	Â	Â	Â	Â	150,000	I <u>(3)</u>	ByTrust
Common Stock	12/01/2005	Â	G	50,000 <u>(8)</u>	D	\$ 0	0	Ι	By Spouse (Bharat Desai)
Common Stock	12/20/2005	Â	G	50,000 <u>(8)</u>	D	\$ 0	0	Ι	By Spouse (Bharat Desai)
Common Stock	12/22/2005	Â	G	50,000 <u>(8)</u>	D	\$ 0	0	I	By Spouse (Bharat Desai)
Common Stock	12/23/2005	Â	G	50,000 <u>(8)</u>	D	\$ 0	0	I	By Spouse (Bharat Desai)
Domindow D-	nont on a compared a live	for each close of	Doroono u	the reenand	to the		ation of inform	ation	SEC 2270

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

Persons who respond to the collection of information<br/>contained in this form are not required to respond unless<br/>the form displays a currently valid OMB control number.SEC 2270<br/>(9-02)

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration Date	Amount of	Derivative	of
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	D
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Se
	Derivative				Securities	3	(Instr. 3 and 4)		В
	Security				Acquired				0
					(A) or				E
					Disposed				Is
					of (D)				Fi
					(Instr. 3,				(I
					4, and 5)				
					(A) (D)		Title		

Expiration	Amount
Date	or
	Number
	of
	Shares
	Expiration Date

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
SETHI NEERJA 525 EAST BIG BEAVER ROAD SUITE 300 TROY, MI 48083	ÂX	ÂX	Chairman, President & CEO	Â			
Signatures							
/s/ Byron S. Collier on behalf of Neerja Sethi			/2006				
**Signature of Reporting Person		D	ate				
Evalenation of Deer							

## **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) These shares were held in trust for the benefit of the reporting person, of which the reporting person's spouse was a trustee. This trust terminated on February 2, 2005.
- (2) The reporting person disclaims beneficial ownership of these shares.
- (3) These shares are held in trust for the benefit of the reporting person's spouse. The reporting person is a trustee of the trust.
- (4) These shares are held in trust for the benefit of the reporting person. The reporting person's spouse is a trustee of the trust.
- (5) These shares are held in trust. The reporting person is a trustee of the trust.
- (6) These shares are held in trust. The reporting person is a trustee of the trust.
- (7) These shares are held in trust. The reporting person's spouse is a trustee of the trust.
- (8) These shares were transferred to the DS Foundation.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.