

Chopra Rakesh
Form 4
August 10, 2009

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Chopra Rakesh

(Last) (First) (Middle)

C/O GENPACT U.S. HOLDINGS,
INC., 105 MADISON AVENUE,
2ND FLOOR

(Street)

NEW YORK, NY 10016

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/06/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
Common Shares	08/06/2009		M	6,606	A \$ 8.3637 6,606	D	
Common Shares	08/06/2009		S	6,606	D \$ 12.5114 0	D	
Common Shares	08/07/2009		M	53,091	A \$ 8.3637 53,091	D	
Common Shares	08/07/2009		S	53,091	D \$ 12.4842 0	D	

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

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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 (Right To Buy)	\$ 8.3637	08/06/2009		M		6,606		<u>(3)</u>	11/15/2016	Common Shares	6,606
Employee Stock Option (Right To Buy)	\$ 8.3637	08/07/2009		M		53,091		<u>(3)</u>	11/15/2016	Common Shares	53,091

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Chopra Rakesh C/O GENPACT U.S. HOLDINGS, INC. 105 MADISON AVENUE, 2ND FLOOR NEW YORK, NY 10016	Senior Vice President

Signatures

/S/ Heather White, as Attorney-in-fact for Rakesh
Chopra

08/10/2009

 **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).

The price in Column 4 is a weighted average price. The actual sale prices for these transactions ranged from \$12.5000 to \$12.5550. The
(1) reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

The price in Column 4 is a weighted average price. The actual sale prices for these transactions ranged from \$12.2500 to \$12.7900. The
(2) reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

(3) The option vests 20% each year for 5 years beginning on July 5, 2007.

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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