

Genpact LTD
Form 4
May 21, 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 *
Cogny Patrick

(Last) (First) (Middle)

C/O GENPACT U.S.
HOLDINGS, 1251 AVE. 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)
05/19/2008

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)
Chief Executive Officer-Europe

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or Price (D)		
Common Shares	05/19/2008		M		20,200 A \$ 3.4439	20,200	D
Common Shares	05/19/2008		S		800 D \$ 13.85	19,400	D
Common Shares	05/19/2008		S		300 D \$ 13.84	19,100	D
Common Shares	05/19/2008		S		500 D \$ 13.83	18,600	D
Common Shares	05/19/2008		S		1,000 D \$ 13.82	17,600	D

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Common Shares	05/19/2008	S	100	D	\$ 13.81	17,500	D
Common Shares	05/19/2008	S	2,500	D	\$ 13.8	15,000	D
Common Shares	05/19/2008	S	300	D	\$ 13.78	14,700	D
Common Shares	05/19/2008	S	700	D	\$ 13.77	14,000	D
Common Shares	05/19/2008	S	900	D	\$ 13.75	13,100	D
Common Shares	05/19/2008	S	100	D	\$ 13.74	13,000	D
Common Shares	05/19/2008	S	100	D	\$ 13.72	12,900	D
Common Shares	05/19/2008	S	600	D	\$ 13.71	12,300	D
Common Shares	05/19/2008	S	800	D	\$ 13.7	11,500	D
Common Shares	05/19/2008	S	100	D	\$ 13.65	11,400	D
Common Shares	05/19/2008	S	200	D	\$ 13.64	11,200	D
Common Shares	05/19/2008	S	2,600	D	\$ 13.63	8,600	D
Common Shares	05/19/2008	S	3,500	D	\$ 13.62	5,100	D
Common Shares	05/19/2008	S	2,590	D	\$ 13.61	2,510	D
Common Shares	05/19/2008	S	2,510	D	\$ 13.6	0	D

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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			or Disposed of (D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			(A)	(D)				
Employee Stock Option	\$ 3.4439	05/19/2008	M	20,200	(1)	07/26/2015	Common Shares	20,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cogny Patrick C/O GENPACT U.S. HOLDINGS 1251 AVE. OF THE AMERICAS, 41ST FLOOR NEW YORK, NY 10020			Chief Executive Officer-Europe	

Signatures

/s/ Heather White, as attorney in fact for Patrick
Cogny

05/21/2008

__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 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. 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.