

Genpact LTD
Form 4
May 30, 2008

FORM 4

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

OMB APPROVAL

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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 *
Maekawa Mitsuru

(Last) (First) (Middle)

C/O GENPACT U.S. HOLDINGS, INC., 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)
05/28/2008

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-Asia

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 or Price		
Common Shares	05/28/2008		M		50,000 A \$ 3.44	50,000	D
Common Shares	05/28/2008		S		3,600 D \$ 15	46,400	D
Common Shares	05/28/2008		S		4,400 D \$ 14.99	42,000	D
Common Shares	05/28/2008		S		8,900 D \$ 14.98	33,100	D
Common Shares	05/28/2008		S		1,599 D \$ 14.97	31,501	D

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Common Shares	05/28/2008	S	2,700	D	\$ 14.96	28,801	D
Common Shares	05/28/2008	S	1,801	D	\$ 14.95	27,000	D
Common Shares	05/28/2008	S	3,600	D	\$ 14.94	23,400	D
Common Shares	05/28/2008	S	400	D	\$ 14.93	23,000	D
Common Shares	05/28/2008	S	200	D	\$ 14.91	22,800	D
Common Shares	05/28/2008	S	900	D	\$ 14.9	21,900	D
Common Shares	05/28/2008	S	500	D	\$ 14.88	21,400	D
Common Shares	05/28/2008	S	300	D	\$ 14.89	21,100	D
Common Shares	05/28/2008	S	800	D	\$ 14.87	20,300	D
Common Shares	05/28/2008	S	300	D	\$ 14.86	20,000	D
Common Shares	05/28/2008	S	1,200	D	\$ 14.85	18,800	D
Common Shares	05/28/2008	S	900	D	\$ 14.83	17,900	D
Common Shares	05/28/2008	S	200	D	\$ 14.82	17,700	D
Common Shares	05/28/2008	S	500	D	\$ 14.81	17,200	D
Common Shares	05/28/2008	S	3,304	D	\$ 14.8	13,896	D
Common Shares	05/28/2008	S	1,600	D	\$ 14.79	12,296	D
Common Shares	05/28/2008	S	1,500	D	\$ 14.78	10,796	D
Common Shares	05/28/2008	S	5,400	D	\$ 14.77	5,396	D
Common Shares	05/28/2008	S	2,496	D	\$ 14.76	2,900	D
Common Shares	05/28/2008	S	2,200	D	\$ 14.75	700	D
	05/28/2008	S	500	D		200	D

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Common Shares					\$					
					14.74					
Common Shares	05/28/2008		S	100	D	\$	100		D	
						14.73				
Common Shares	05/28/2008		S	100	D	\$	0		D	
						14.72				
Common Shares							15,863 <u>(1)</u>		I <u>(1)</u>	Through Genpact Management Investors, LLC

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

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 3.44	05/28/2008		M		<u>(2)</u>	07/26/2015	Common Shares	50,000

Reporting Owners

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

Signatures

/s/ Heather White, as Attorney in fact for Mitsuru
Maekawa

05/30/2008

__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 direct beneficial holding of 17,570 common shares was incorrectly reported on the Form 3 filed with the SEC 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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