

Gour Vivek N.
Form 4
March 08, 2010

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 *
Gour Vivek N.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O GENPACT PROCESS
SOLUTIONS LLC, 105 MADISON
AVENUE, 2ND FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/04/2010

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

NEW YORK, NY 10016

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 (D) | Price |
| Common Shares | 03/04/2010 | | M | | 21,900 | A | \$ 3.4439 24,529 ⁽¹⁾ |
| Common Shares | 03/04/2010 | | S | | 21,900 | D | \$ 15.0381 2,629 ⁽²⁾ |
| Common Shares | 03/04/2010 | | M | | 6,000 | A | \$ 7.18 8,629 ⁽¹⁾ |
| Common Shares | 03/04/2010 | | S | | 6,000 | D | \$ 15.0381 2,629 ⁽²⁾ |

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 3.4439 | 03/04/2010 | | M | 21,900 | ⁽³⁾ 07/26/2015 | Common Shares 21,900 |
| Employee Stock Option (Right to Buy) | \$ 7.18 | 03/04/2010 | | M | 6,000 | ⁽⁴⁾ 12/15/2018 | Common Shares 6,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Gour Vivek N.
C/O GENPACT PROCESS SOLUTIONS LLC
105 MADISON AVENUE, 2ND FLOOR
NEW YORK, NY 10016

Senior Vice President

Signatures

/s/ Heather White, as Attorney-in-fact for Vivek N. Gour

03/08/2010

__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) Includes 2,629 shares acquired under the Genpact Limited Employee Stock Purchase Plan between February 28, 2009 and February 26, 2010.
The price in Column 4 is a weighted average price. The actual sale prices for these transactions ranged from \$14.9600 to \$15.0800. 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 vested 20% on January 1, 2006 and 5% quarterly thereafter.
- (4) The option vested 20% on December 1, 2009 and vests 20% annually 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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