

Genpact LTD  
Form 4  
June 12, 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 \*  
Gour Vivek N.

(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)  
06/10/2008

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 Financial Officer

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Shares	06/10/2008		S	900	D	\$ 15.03	28,500	D
Common Shares	06/10/2008		S	2,100	D	\$ 15.01	26,400	D
Common Shares	06/10/2008		S	2,700	D	\$ 15	23,700	D
Common Shares	06/10/2008		S	300	D	\$ 14.98	23,400	D
Common Shares	06/10/2008		S	1,200	D	\$ 14.97	22,200	D

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Common Shares	06/10/2008	S	600	D	\$ 14.96	21,600	D
Common Shares	06/10/2008	S	300	D	\$ 14.95	21,300	D
Common Shares	06/10/2008	S	1,600	D	\$ 14.94	19,700	D
Common Shares	06/10/2008	S	498	D	\$ 14.93	19,202	D
Common Shares	06/10/2008	S	702	D	\$ 14.91	18,500	D
Common Shares	06/10/2008	S	2,300	D	\$ 14.9	16,200	D
Common Shares	06/10/2008	S	600	D	\$ 14.87	15,600	D
Common Shares	06/10/2008	S	800	D	\$ 14.86	14,800	D
Common Shares	06/10/2008	S	1,400	D	\$ 14.85	13,400	D
Common Shares	06/10/2008	S	500	D	\$ 14.84	12,900	D
Common Shares	06/10/2008	S	600	D	\$ 14.83	12,300	D
Common Shares	06/10/2008	S	100	D	\$ 14.82	12,200	D
Common Shares	06/10/2008	S	900	D	\$ 14.81	11,300	D
Common Shares	06/10/2008	S	900	D	\$ 14.8	10,400	D
Common Shares	06/10/2008	S	1,100	D	\$ 14.76	9,300	D
Common Shares	06/10/2008	S	700	D	\$ 14.75	8,600	D
Common Shares	06/10/2008	S	500	D	\$ 14.74	8,100	D
Common Shares	06/10/2008	S	100	D	\$ 14.7	8,000	D
Common Shares	06/10/2008	S	2,100	D	\$ 14.69	5,900	D
Common Shares	06/10/2008	S	600	D	\$ 14.68	5,300	D
	06/10/2008	S	100	D		5,200	D

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Common Shares					\$						
					14.67						
Common Shares	06/10/2008		S	2,700	D	\$	2,500		D		
						14.66					
Common Shares	06/10/2008		S	800	D	\$	1,700		D		
						14.65					
Common Shares	06/10/2008		S	1,700	D	\$	0		D		
						14.62					
Common Shares							15,863		I		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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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
Gour Vivek N. C/O GENPACT U.S. HOLDINGS, INC. 1251 AVE. OF THE AMERICAS, 41ST FLOOR NEW YORK, NY 10020	Director 10% Owner Officer  Chief Financial Officer

## Signatures

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

06/12/2008

\_\_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).

### Remarks:

The transactions reported on this Form 4 were executed pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.

This Form 4 is being submitted in two parts, of which this is the second part.

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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