

Genpact LTD  
Form 4  
June 02, 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 \*  
Cognyn Patrick

(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)  
05/29/2008

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 below) \_\_\_ Other (specify below)  
Chief Executive Officer-Europe

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Shares                   | 05/29/2008                           |  | M                              |   | 40,000  | A  | \$ 3.44   |
| Common Shares                   | 05/29/2008                           |  | S                              |   | 569   | D  | \$ 15.05  |
| Common Shares                   | 05/29/2008                           |  | S                              |   | 1,100   | D  | \$ 15.04  |
| Common Shares                   | 05/29/2008                           |  | S                              |   | 2,500   | D  | \$ 15.03  |
| Common Shares                   | 05/29/2008                           |  | S                              |   | 3,725   | D  | \$ 15.02  |

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|               |            |   |        |   |          |        |   |
|---------------|------------|---|--------|---|----------|--------|---|
| Common Shares | 05/29/2008 | S | 5,000  | D | \$ 15.01 | 27,106 | D |
| Common Shares | 05/29/2008 | S | 27,106 | D | \$ 15    | 0      | D |

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

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**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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option                      | \$ 3.44  | 05/29/2008                           |  | M                              | 40,000  | (1) 07/26/2015   | Common Shares   | 40,000                     |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Cogny Patrick  
C/O GENPACT U.S. HOLDINGS, INC.  
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

06/02/2008

\_\_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.

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