

Tyagarajan N. V.
Form 4
March 15, 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 *
Tyagarajan N. V.

(Last) (First) (Middle)

C/O GENPACT PROCESS SOLUTIONS LLC, 105 MADISON AVENUE, 2ND FLOOR

(Street)

NEW YORK, NY 10016

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/12/2010

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 Operating 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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| Common Shares | 03/12/2010 | | M | | | 24,500 | A | \$ 3.4439 | 72,088 | D | |
| Common Shares | 03/12/2010 | | S | | | 24,500 | D | \$ 15.9398 | 47,588 | D | (1) |
| Common Shares | 03/12/2010 | | M | | | 25,000 | A | \$ 3.4439 | 72,588 | D | |
| Common Shares | 03/12/2010 | | S | | | 25,000 | D | \$ 16.1091 | 47,588 | D | (2) |

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| | | | | | | | |
|---------------|------------|---|--------|---|------------------|--------|---|
| Common Shares | 03/12/2010 | M | 25,000 | A | \$ 3.4439 | 72,588 | D |
| Common Shares | 03/12/2010 | S | 25,000 | D | \$ <u>(3)</u> | 47,588 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 | 03/12/2010 | | M | 24,500 | <u>(4)</u> | 07/26/2015 | Common Shares | 24,500 |
| Employee Stock Option (Right to Buy) | \$ 3.4439 | 03/12/2010 | | M | 25,000 | <u>(4)</u> | 07/26/2015 | Common Shares | 25,000 |
| Employee Stock Option (Right to Buy) | \$ 3.4439 | 03/12/2010 | | M | 25,000 | <u>(4)</u> | 07/26/2015 | Common Shares | 25,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
Chief Operating Officer

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

Signatures

/s/ Heather White, as Attorney-in-fact for N.V.
Tyagarajan

03/15/2010

__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).
The price in Column 4 is a weighted average price. The actual sale prices for these transactions ranged from \$15.9200 to \$15.9700. The
(1) 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.
The price in Column 4 is a weighted average price. The actual sale prices for these transactions ranged from \$16.0900 to \$16.1500. 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.
The price in Column 4 is a weighted average price. The actual sale prices for these transactions ranged from \$16.1500 to \$16.2200. The
(3) 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.
(4) The option vested 20% on February 7, 2006 and 5% quarterly thereafter.

Remarks:

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

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.