

Patni Computer Systems LTD  
 Form 4  
 February 22, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 ELLIOTT ASSOCIATES, L.P.

2. Issuer Name and Ticker or Trading Symbol  
 Patni Computer Systems LTD [PTI]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 40 WEST 57TH STREET, 30TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)  
 02/17/2012

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 10% Owner  
 \_\_\_\_ Other (specify below)

(Street)  
 NEW YORK, NY 10019

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

**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 Ownership (Instr. 4) |                    |               |   |         |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|--------------------|---------------|---|---------|
|                                 |                                      |  |                                | Code  | V   | Amount   | (A) or (D)                                 | Price              |               |   |         |
| Ordinary Shares                 | 02/17/2012                           |  | P                              |   | 22,050  | A  |  | \$ 470.2148<br>(1) | 4,788,731     | I | See (4) |
| Ordinary Shares                 | 02/17/2012                           |  | P                              |   | 10,500<br>(2)   | A  |  | \$ 19.0738<br>(3)  | 4,799,231     | I | See (5) |
| Ordinary Shares                 | 02/21/2012                           |  | P                              |   | 5,460   | A  |  | \$ 471.3552<br>(1) | 4,804,691     | I | See (4) |
| Ordinary Shares                 | 02/21/2012                           |  | P                              |   | 9,066<br>(2)  | A  |  | \$ 18.9971<br>(3)  | 4,813,757     | I | See (5) |
|                                 | 02/22/2012                           |  | P                              |   | 17,914  | A  |  |                    | 4,831,671 (6) | I | See (4) |

Ordinary Shares \$ 471.2455  
(1)

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.** 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 Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| ELLIOTT ASSOCIATES, L.P.<br>40 WEST 57TH STREET<br>30TH FLOOR<br>NEW YORK, NY 10019 |               | X         |         |       |

## Signatures

Elliot Greenberg, VP of Braxton Associates, Inc., as GP of Elliott Capital Advisors, L.P., as GP of Elliott Associates, L.P.

02/22/2012

\_\_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) Reflects prices in Rupees.
- (2) Reflects Ordinary Shares represented by American Depositary Shares held through The Liverpool Limited Partnership, a Bermuda Limited Partnership and wholly-owned subsidiary of Elliott Associates, L.P. ("Liverpool").

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- (3) Reflects prices in U.S. Dollars per American Depositary Share.
- (4) Reflects a transaction by Mansfield (Mauritius) Limited, a Mauritius company and a wholly-owned subsidiary of Elliott Associates, L.P. ("Mansfield").
- (5) Reflects a transaction by Liverpool.  
The 4,831,670 Ordinary Shares reported on this Form 4 consist of: (a) 4,808,290 Ordinary Shares owned by Elliott Associates, L.P. through Mansfield, and (b) 11,690 American Depositary Shares owned by Elliott Associates, L.P. through Liverpool, representing 23,380 Ordinary Shares. Each American Depositary Share represents two Ordinary Shares.

### **Remarks:**

Prices were rounded to the nearest 0.0001.

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.