

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person * <u>Chopra Rakesh</u> (Last) (First) (Middle) <u>C/O GENPACT U.S. HOLDINGS, INC.</u> <u>105 MADISON AVENUE, 2ND FLOOR</u> (Street) <u>NEW YORK</u> <u>NY</u> <u>10016</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Genpact LTD</u> [<u>G</u>] 3. Date of Earliest Transaction (Month/Day/Year) <u>08/06/2009</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior Vice President</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	08/06/2009		M		6,606	A	\$8.3637	6,606	D	
Common Shares	08/06/2009		S		6,606	D	\$12.5114 ⁽¹⁾	0	D	
Common Shares	08/07/2009		M		53,091	A	\$8.3637	53,091	D	
Common Shares	08/07/2009		S		53,091	D	\$12.4842 ⁽²⁾	0	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right To Buy)	\$8.3637	08/06/2009		M			6,606	(3)	11/15/2016	Common Shares	6,606	\$0	172,485	D	
Employee Stock Option (Right To Buy)	\$8.3637	08/07/2009		M			53,091	(3)	11/15/2016	Common Shares	53,091	\$0	119,394	D	

Explanation of Responses:

1. The price in Column 4 is a weighted average price. The actual sale prices for these transactions ranged from \$12.5000 to \$12.5550. The 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.
2. The price in Column 4 is a weighted average price. The actual sale prices for these transactions ranged from \$12.2500 to \$12.7900. The 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 vests 20% each year for 5 years beginning on July 5, 2007.

Remarks:

/S/ Heather White, as Attorney-in-fact for Rakesh Chopra 08/10/2009

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.