

**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                                 |           |
|--|-----------|
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|  |   |  |
|--|---|--|
| 1. Name and Address of Reporting Person *<br><u>Maekawa Mitsuru</u><br><br>(Last) (First) (Middle)<br><u>C/O GENPACT U.S. HOLDINGS, INC.</u><br><u>1251 AVE. OF THE AMERICAS, 41ST FLOOR</u><br><br>(Street)<br><u>NEW YORK NY 10020</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Genpact LTD [ G ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Chief Executive Officer-Asia</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>05/28/2008</u>   |  |

**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                   | 05/28/2008                           |  | M                              |   | 50,000  | A          | \$3.44  | 50,000  | D  |   |
| Common Shares                   | 05/28/2008                           |  | S                              |   | 3,600   | D          | \$15    | 46,400  | D  |   |
| Common Shares                   | 05/28/2008                           |  | S                              |   | 4,400   | D          | \$14.99 | 42,000  | D  |   |
| Common Shares                   | 05/28/2008                           |  | S                              |   | 8,900   | D          | \$14.98 | 33,100  | D  |   |
| Common Shares                   | 05/28/2008                           |  | S                              |   | 1,599   | D          | \$14.97 | 31,501  | D  |   |
| Common Shares                   | 05/28/2008                           |  | S                              |   | 2,700   | D          | \$14.96 | 28,801  | D  |   |
| Common Shares                   | 05/28/2008                           |  | S                              |   | 1,801   | D          | \$14.95 | 27,000  | D  |   |
| Common Shares                   | 05/28/2008                           |  | S                              |   | 3,600   | D          | \$14.94 | 23,400  | D  |   |
| Common Shares                   | 05/28/2008                           |  | S                              |   | 400   | D          | \$14.93 | 23,000  | D  |   |
| Common Shares                   | 05/28/2008                           |  | S                              |   | 200   | D          | \$14.91 | 22,800  | D  |   |
| Common Shares                   | 05/28/2008                           |  | S                              |   | 900   | D          | \$14.9  | 21,900  | D  |   |
| Common Shares                   | 05/28/2008                           |  | S                              |   | 500   | D          | \$14.88 | 21,400  | D  |   |
| Common Shares                   | 05/28/2008                           |  | S                              |   | 300   | D          | \$14.89 | 21,100  | D  |   |
| Common Shares                   | 05/28/2008                           |  | S                              |   | 800   | D          | \$14.87 | 20,300  | D  |   |
| Common Shares                   | 05/28/2008                           |  | S                              |   | 300   | D          | \$14.86 | 20,000  | D  |   |
| Common Shares                   | 05/28/2008                           |  | S                              |   | 1,200   | D          | \$14.85 | 18,800  | D  |   |
| Common Shares                   | 05/28/2008                           |  | S                              |   | 900   | D          | \$14.83 | 17,900  | D  |   |
| Common Shares                   | 05/28/2008                           |  | S                              |   | 200   | D          | \$14.82 | 17,700  | D  |   |
| Common Shares                   | 05/28/2008                           |  | S                              |   | 500   | D          | \$14.81 | 17,200  | D  |   |
| Common Shares                   | 05/28/2008                           |  | S                              |   | 3,304   | D          | \$14.8  | 13,896  | D  |   |
| Common Shares                   | 05/28/2008                           |  | S                              |   | 1,600   | D          | \$14.79 | 12,296  | D  |   |
| Common Shares                   | 05/28/2008                           |  | S                              |   | 1,500   | D          | \$14.78 | 10,796  | D  |   |
| Common Shares                   | 05/28/2008                           |  | S                              |   | 5,400   | D          | \$14.77 | 5,396   | D  |   |
| Common Shares                   | 05/28/2008                           |  | S                              |   | 2,496   | D          | \$14.76 | 2,900   | D  |   |
| Common Shares                   | 05/28/2008                           |  | S                              |   | 2,200   | D          | \$14.75 | 700   | D  |   |
| Common Shares                   | 05/28/2008                           |  | S                              |   | 500   | D          | \$14.74 | 200   | D  |   |
| Common Shares                   | 05/28/2008                           |  | S                              |   | 100   | D          | \$14.73 | 100   | D  |   |
| Common Shares                   | 05/28/2008                           |  | S                              |   | 100   | D          | \$14.72 | 0   | D  |   |

**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                   |                                      |  |                                |   |   |            |       | 15,863 <sup>(1)</sup>   | I <sup>(1)</sup>   | Through Genpact Management Investors, LLC             |

**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 |
| Employee Stock Option                      | \$3.44   | 05/28/2008                           |  | M                              |   |  | 50,000 | (2)  | 07/26/2015      | Common Shares   | 50,000                                     | \$0  | 130,900   | D  |       |

**Explanation of Responses:**

- A direct beneficial holding of 17,570 common shares was incorrectly reported on the Form 3 filed with the SEC on August 1, 2007.
- The option vested 20% on the first anniversary of the grant date and vests 5% quarterly thereafter.

/s/ Heather White, as Attorney  
in fact for Mitsuru Maekawa      05/30/2008

\*\* 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.

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