Genpact LTD
Form 4
June 12, 2008

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Gour Vivek N.

(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)
06/10/2008

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 Financial Officer

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	06/10/2008		S		900	D	$ 15.03	28,500	D	
Common Shares	06/10/2008		S		2,100	D	$ 15.01	26,400	D	
Common Shares	06/10/2008		S		2,700	D	$ 15	23,700	D	
Common Shares	06/10/2008		S		300	D	$ 14.98	23,400	D	
Common Shares	06/10/2008		S		1,200	D	$ 14.97	22,200	D	

Common Shares	06/10/2008	S	600	D	$ 14.96	21,600	D
Common Shares	06/10/2008	S	300	D	$ 14.95	21,300	D
Common Shares	06/10/2008	S	1,600	D	$ 14.94	19,700	D
Common Shares	06/10/2008	S	498	D	$ 14.93	19,202	D
Common Shares	06/10/2008	S	702	D	$ 14.91	18,500	D
Common Shares	06/10/2008	S	2,300	D	$ 14.9	16,200	D
Common Shares	06/10/2008	S	600	D	$ 14.87	15,600	D
Common Shares	06/10/2008	S	800	D	$ 14.86	14,800	D
Common Shares	06/10/2008	S	1,400	D	$ 14.85	13,400	D
Common Shares	06/10/2008	S	500	D	$ 14.84	12,900	D
Common Shares	06/10/2008	S	600	D	$ 14.83	12,300	D
Common Shares	06/10/2008	S	100	D	$ 14.82	12,200	D
Common Shares	06/10/2008	S	900	D	$ 14.81	11,300	D
Common Shares	06/10/2008	S	900	D	$ 14.8	10,400	D
Common Shares	06/10/2008	S	1,100	D	$ 14.76	9,300	D
Common Shares	06/10/2008	S	700	D	$ 14.75	8,600	D
Common Shares	06/10/2008	S	500	D	$ 14.74	8,100	D
Common Shares	06/10/2008	S	100	D	$ 14.7	8,000	D
Common Shares	06/10/2008	S	2,100	D	$ 14.69	5,900	D
Common Shares	06/10/2008	S	600	D	$ 14.68	5,300	D
	06/10/2008	S	100	D		5,200	D

Common Shares					$ 14.67			
Common Shares	06/10/2008	S	2,700	D	$ 14.66	2,500	D	
Common Shares	06/10/2008	S	800	D	$ 14.65	1,700	D	
Common Shares	06/10/2008	S	1,700	D	$ 14.62	0	D	
Common Shares						15,863	I	Through Genpact Management Investors, LLC

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)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gour Vivek N. C/O GENPACT U.S. HOLDINGS, INC. 1251 AVE. OF THE AMERICAS, 41ST FLOOR NEW YORK, NY 10020			Chief Financial Officer	

Signatures

/s/ Heather White, as Attorney-in-fact for Vivek N. Gour	06/12/2008
**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).

Remarks:

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

This Form 4 is being submitted in two parts, of which this is the second part.

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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