

Gour Vivek N.  
Form 4  
March 08, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Gour Vivek N.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O GENPACT PROCESS  
SOLUTIONS LLC, 105 MADISON  
AVENUE, 2ND FLOOR

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/04/2010

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

(Street)  
NEW YORK, NY 10016

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

(City) (State) (Zip)

**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)
Common Shares	03/04/2010		M	21,900 A	\$ 3.4439 24,529 <sup>(1)</sup>	D	
Common Shares	03/04/2010		S	21,900 D	\$ 15.0381 2,629 <sup>(2)</sup>	D	
Common Shares	03/04/2010		M	6,000 A	\$ 7.18 8,629 <sup>(1)</sup>	D	
Common Shares	03/04/2010		S	6,000 D	\$ 15.0381 2,629 <sup>(2)</sup>	D	

## Edgar Filing: Gour Vivek N. - Form 4

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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
				Code	V	(A)	(D)			
Employee Stock Option (Right to Buy)	\$ 3.4439	03/04/2010		M		21,900	<u>(3)</u>	07/26/2015	Common Shares	21,900
Employee Stock Option (Right to Buy)	\$ 7.18	03/04/2010		M		6,000	<u>(4)</u>	12/15/2018	Common Shares	6,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gour Vivek N. C/O GENPACT PROCESS SOLUTIONS LLC 105 MADISON AVENUE, 2ND FLOOR NEW YORK, NY 10016			Senior Vice President	

## Signatures

/s/ Heather White, as Attorney-in-fact for Vivek N. Gour 03/08/2010

\_\_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).
- (1) Includes 2,629 shares acquired under the Genpact Limited Employee Stock Purchase Plan between February 28, 2009 and February 26, 2010.  
The price in Column 4 is a weighted average price. The actual sale prices for these transactions ranged from \$14.9600 to \$15.0800. 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.
- (3) The option vested 20% on January 1, 2006 and 5% quarterly thereafter.
- (4) The option vested 20% on December 1, 2009 and vests 20% annually thereafter.

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.