

Gour Vivek N.  
Form 4  
March 08, 2010

**FORM 4**

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

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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

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

(Last) (First) (Middle)

C/O GENPACT PROCESS  
SOLUTIONS LLC, 105 MADISON  
AVENUE, 2ND FLOOR

(Street)

NEW YORK, NY 10016

(City) (State) (Zip)

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

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

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)  
Senior Vice President

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                   | 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 <sup>(2)</sup>                                                                     | 2,629                                                    | 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 <sup>(2)</sup>                                                                     | 2,629                                                    | 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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                  |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title            | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 3.4439                                                             | 03/04/2010                              |                                                             | M                                       |                                                                                                              | 21,900                                                         |     | <u>(3)</u>                                                          | 07/26/2015         | Common<br>Shares | 21,900                              |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 7.18                                                               | 03/04/2010                              |                                                             | M                                       |                                                                                                              | 6,000                                                          |     | <u>(4)</u>                                                          | 12/15/2018         | Common<br>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.

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