Mehta Piyush Form 4 December 28, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Mehta Piyush

2. Issuer Name and Ticker or Trading Symbol

Issuer

(Last)

(City)

(First) (Middle)

(Zip)

Genpact LTD [G]

(Check all applicable)

5. Relationship of Reporting Person(s) to

C/O GENPACT U.S. HOLDINGS,

(Street)

(State)

(Month/Day/Year) 12/23/2009

Director 10% Owner X_ Officer (give title Other (specify below)

Senior Vice President

INC., 105 MADISON AVENUE, 2ND FLOOR

4. If Amendment, Date Original

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

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

NEW YORK, NY 10016

		140	1011	Dellianie	irea, Disposed oi, or Denemerary Owned				
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit or Dispos (Instr. 3, 4	ed of (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	(D)	Price	(msu. 5 and 1)		
Common Shares	12/23/2009		M	25,000	A	\$ 3.4439	32,931 (1)	D	
Common Shares	12/23/2009		S	25,000	D	\$ 15	7,931 <u>(1)</u>	D	

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. Transactic Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 3.4439	12/23/2009		M		25,000	(2)	07/26/2015	Common Shares	25,000

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Mehta Piyush

C/O GENPACT U.S. HOLDINGS, INC. 105 MADISON AVENUE, 2ND FLOOR

Senior Vice President

NEW YORK, NY 10016

Signatures

/s/ Heather White as Attorney-in-fact for Piyush 12/28/2009 Mehta

> **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).
- Includes 7,931 shares previously held through Genpact Management Investors, LLC which were distributed to the Reporting Person on **(1)** December 21, 2009 and are now owned directly.
- The option vested 20% on January 1, 2006 and vests 5% quarterly thereafter. **(2)**

Remarks:

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

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