Bhasin Pramod Form 3 August 01, 2007

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

(Last)

Â Bhasin Pramod

(First)

(Middle)

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Statement

(Month/Day/Year)

08/01/2007

Genpact LTD [G]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

C/ - GENPACT U.S. HOLDINGS, INC.,, 1251 AVENUE OF THE AMERICAS

(Street)

X Director 10% Owner

(Check all applicable)

__X__ Officer (give title below) (specify below) President, CEO, Director

6. Individual or Joint/Group

Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

_ Form filed by More than One

Reporting Person

NEW YORK. NYÂ 10020

(City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security

(Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership 4. Nature of Indirect Beneficial

Ownership Form: (Instr. 5)

Other

Direct (D) or Indirect (I)

(Instr. 5)

Â Common Shares 351,395 D

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

(Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying **Derivative Security** (Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial

Ownership

(Instr. 5)

Derivative Security:

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|------------------------------|------------------|--------------------|------------------|----------------------------------|----------|--|---|
| Stock Options (right to buy) | 01/01/2005(1) | 07/26/2015 | Common Shares | 452,250 | \$ 3.44 | D | Â |
| Stock Options (right to buy) | 01/01/2005(2) | 07/26/2015 | Common Shares | 3,165,750 | \$ 3.44 | D | Â |
| Stock Options (right to buy) | 12/31/2010(3) | 05/29/2017 | Common Shares | 723,600 | \$ 16.13 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|---|---------------|-----------|--------------------------|-------|--|
| reposing o mer runne, rauness | Director | 10% Owner | Officer | Other | |
| Bhasin Pramod C/ - GENPACT U.S. HOLDINGS, INC., 1251 AVENUE OF THE AMERICAS NEW YORK, NY 10020 | ÂX | Â | President, CEO, Director | Â | |

Signatures

/s/ Pramod
Bhasin

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Performance options
- (2) 5% vests on January 5, 2005 and on each subsequent quarter thereof for the next five anniversaries.
- (3) 33% vests on December 31, 2010 and each anniversary thereof.

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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