

Patni Computer Systems LTD  
 Form 4  
 February 24, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

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).

**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 \*  
 ELLIOTT INTERNATIONAL, L.P.

2. Issuer Name and Ticker or Trading Symbol

Patni Computer Systems LTD [PTI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O MAPLES & CALDER, P.O.  
 BOX 309, UGLAND HOUSE,  
 SOUTH CHURCH STREET

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

02/22/2012

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

(Street)

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

GEORGE TOWN, E9 00000

(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 Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Ordinary Shares	02/22/2012		P	(1) 78,000 (2) \$ 19.0086	9,051,097	D	
Ordinary Shares	02/23/2012		P	(3) 52,000 (3) \$ 470.1493	9,103,097	I	See (4)
Ordinary Shares	02/23/2012		P	(1) 40,300 (2) \$ 18.9383	9,143,397	D	
Ordinary Shares	02/24/2012		P	(1) 8,225 (3) \$ 470.1422	9,151,622 (5)	I	See (4)

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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.**

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(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4)
				Code	V	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

ELLIOTT INTERNATIONAL, L.P.  
C/O MAPLES & CALDER, P.O. BOX 309  
UGLAND HOUSE, SOUTH CHURCH STREET  
GEORGE TOWN, E9 00000

X

## Signatures

Elliot Greenberg, V.P. of Elliott International Capital Advisors Inc., as Attorney-In-Fact for Elliott International, L.P.

02/24/2012

\_\_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) Reflects Ordinary Shares represented by American Depositary Shares held by Elliott International, L.P. ("Elliott International"). Each American Depositary Share represents two Ordinary Shares.
- (2) Reflects prices in U.S. Dollars per American Depositary Share.
- (3) Reflects prices in Rupees.
- (4) Reflects a transaction by Suffolk (Mauritius) Limited, a Mauritius company and wholly-owned subsidiary of Elliott International ("Suffolk").

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- (5) The 9,151,622 Ordinary Shares reported on this Form 4 consist of: (a) 8,989,904 Ordinary Shares owned by Elliott International through Suffolk, and (b) 80,859 American Depositary Shares owned directly by Elliott International, representing 161,718 Ordinary Shares.

### **Remarks:**

Prices were rounded to the nearest 0.0001.

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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