

Patni Computer Systems LTD
 Form 4
 February 22, 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 ASSOCIATES, 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)
 40 WEST 57TH STREET, 30TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
 02/17/2012

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

(Street)
 NEW YORK, NY 10019

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

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	(A) or (D)	Price		
Ordinary Shares	02/17/2012		P	22,050	A	\$ 470.2148	4,788,731	I	See <u>(4)</u>
						<u>(1)</u>			
Ordinary Shares	02/17/2012		P	10,500	A	\$ 19.0738	4,799,231	I	See <u>(5)</u>
				<u>(2)</u>		<u>(3)</u>			
Ordinary Shares	02/21/2012		P	5,460	A	\$ 471.3552	4,804,691	I	See <u>(4)</u>
						<u>(1)</u>			
Ordinary Shares	02/21/2012		P	9,066	A	\$ 18.9971	4,813,757	I	See <u>(5)</u>
				<u>(2)</u>		<u>(3)</u>			
	02/22/2012		P	17,914	A		4,831,671	<u>(6)</u> I	See <u>(4)</u>

Ordinary Shares \$ 471.2455
(1)

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. 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. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ELLIOTT ASSOCIATES, L.P. 40 WEST 57TH STREET 30TH FLOOR NEW YORK, NY 10019		X		

Signatures

Elliot Greenberg, VP of Braxton Associates, Inc., as GP of Elliott Capital Advisors, L.P., as GP of Elliott Associates, L.P.

02/22/2012

__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 prices in Rupees.
- (2) Reflects Ordinary Shares represented by American Depositary Shares held through The Liverpool Limited Partnership, a Bermuda Limited Partnership and wholly-owned subsidiary of Elliott Associates, L.P. ("Liverpool").

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- (3) Reflects prices in U.S. Dollars per American Depositary Share.
- (4) Reflects a transaction by Mansfield (Mauritius) Limited, a Mauritius company and a wholly-owned subsidiary of Elliott Associates, L.P. ("Mansfield").
- (5) Reflects a transaction by Liverpool.
The 4,831,670 Ordinary Shares reported on this Form 4 consist of: (a) 4,808,290 Ordinary Shares owned by Elliott Associates, L.P. through Mansfield, and (b) 11,690 American Depositary Shares owned by Elliott Associates, L.P. through Liverpool, representing 23,380 Ordinary Shares. Each American Depositary Share represents two 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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