

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 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)  
 02/22/2012

\_\_\_\_ 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 Beneficial Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Ordinary Shares	02/22/2012		P	42,000 (1) A \$ 19.0086 (2)	4,873,670	I	See (4)
Ordinary Shares	02/23/2012		P	15,265 A \$ 470.8189 (3)	4,888,935	I	See (5)
Ordinary Shares	02/23/2012		P	12,735 A \$ 470.1494 (3)	4,901,670	I	See (5)
Ordinary Shares	02/23/2012		P	21,700 (1) A \$ 18.9383 (2)	4,923,370	I	See (4)
	02/24/2012		P	3,344 A	4,926,714	I	See (5)

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Ordinary Shares					\$						
					470.9291						
					<u>(3)</u>						
Ordinary Shares	02/24/2012		P	1,085	A	\$	470.1424	4,927,799	<u>(6)</u>	I	See <u>(5)</u>
						<u>(3)</u>					

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 Beneficially Owned Following Reported Transaction (Instr. 3)
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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.

02/24/2012

\_\_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).

Reflects Ordinary Shares represented by American Depositary Shares held by Elliott Associates, L.P. ("Elliott") through The Liverpool

- (1) Limited Partnership, a Bermuda Limited Partnership and wholly-owned subsidiary of Elliott ("Liverpool"). 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 Liverpool, a wholly-owned subsidiary of Elliott.
- (5) Reflects a transaction by Mansfield (Mauritius) Limited, a Mauritius company and a wholly-owned subsidiary of Elliott ("Mansfield").
- (6) The 4,927,799 Ordinary Shares reported on this Form 4 consist of: (a) 4,840,719 Ordinary Shares owned by Elliott through Mansfield, and (b) 43,540 American Depositary Shares owned by Elliott through Liverpool, representing 87,080 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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