

Patni Computer Systems LTD
Form 4
February 22, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ELLIOTT INTERNATIONAL, L.P.

(Last) (First) (Middle)

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

(Street)

GEORGE TOWN, E9 00000

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Patni Computer Systems LTD [PTI]

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

02/17/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

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)
Ordinary Shares	02/17/2012		P	13,950	A \$ 470.2148 (1)	8,866,354	I See (4)
Ordinary Shares	02/17/2012		P	27,000	A \$ 470.3183 (1)	8,893,354	I See (4)
Ordinary Shares	02/17/2012		P	19,500 (2)	A \$ 19.0738 (3)	8,912,854	D
Ordinary Shares	02/21/2012		P	10,066	A \$ 471.3707	8,922,920	I See (4)

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Ordinary Shares	02/21/2012	P	75	A	(1) \$	471.3544	8,922,995	I	See (4)
					(1)				
Ordinary Shares	02/21/2012	P	16,834 (2)	A	(3) \$ 18.9971	8,939,829	D		
					(3)				
Ordinary Shares	02/22/2012	P	20,000	A	(1) \$	471.2195	8,959,829	I	See (4)
					(1)				
Ordinary Shares	02/22/2012	P	13,268	A	(1) \$	471.2454	8,976,097 (5)	I	See (4)
					(1)				

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	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.

02/22/2012

__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 by Elliott International, L.P. ("Elliott International").
 - (3) Reflects prices in U.S. Dollars per American Depositary Share.
 - (4) Reflects a transaction by Suffolk (Mauritius) Limited, a Mauritius company and wholly-owned subsidiary of Elliott International ("Suffolk").
- The 8,973,097 Ordinary Shares reported on this Form 4 consist of: (a) 8,929,679 Ordinary Shares owned by Elliott International through Suffolk, and (b) 21,709 American Depositary Shares owned directly by Elliott International, representing 43,418 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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