

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

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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 (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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