CONVERGYS CORP

Form 4

January 10, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **ROLLS STEVEN G** Issuer Symbol CONVERGYS CORP [CVG] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title _ Other (specify 201 EAST FOURTH STREET, PO 01/07/2005 below) BOX 1638 Execu. VP Global CMG & EC (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting CINCINNATI, OH 45201 Person

| (City) | (State) (| Zip) Table | e I - Non-D | erivative | Secur | ities Acqu | uired, Disposed of | f, or Beneficial | y Owned |
|--------------------------------------|--------------------------------------|---|--|---|-------|--|--|---|-----------------------|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactio Code (Instr. 8) | 4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price | | 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) | |
| Common Shares | | | | | | | 96,500 | D | |
| Common Shares | 01/07/2005 | 01/07/2005 | P | 75.33 | A | \$ 14.97 | 1,438.53 | I | By Trustee of RSP (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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Pr Deri Secu (Inst |
|---|---|--------------------------------------|---|--|---------------|--|--------------------|---|-------------------------------------|--------------------------------|
| | | | | Code V | and 5) (A) (D | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Option (2) (3) | \$ 0 | | | | | <u>(4)</u> | <u>(4)</u> | Common Shares | 0 | |
| Phantom Share Unit (5) | \$ 0 (6) | 01/07/2005 | 01/07/2005 | P | 18.901 | (5) | <u>(5)</u> | Common Shares | 18.901 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--------------------------------|---------------|-----------|-----------|-------|--|--|--|--|
| . 9 | Director | 10% Owner | Officer | Other | | | | |
| ROLLS STEVEN G | | | Execu. VP | | | | | |
| 201 EAST FOURTH STREET | | Global | | | | | | |
| PO BOX 1638 | | CMG & EC | | | | | | |
| CINCINNATI, OH 45201 | | | CMG & EC | | | | | |

Signatures

/s/ Steven G.
Rolls

**Signature of Reporting Person

O1/10/2005

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) Common shares balance held in Retirement Savings Plan.
- (2) Option shares granted under the Convergys 1998 Long Term Incentive Plan, which is a Rule 16b-3 Plan.
- (3) Right to buy.
- (4) Option shares granted on various dates under the Convergys 1998 Long Term Incentive Plan, which is a Rule 16b-3 Plan.
 - Acquired on various dates between January 1 and January 7, 2005 pursuant to the Convergys Corporation Executive Deferred
- (5) Compensation Plan, at prices ranging from \$14.32 and \$15.40 per share. Phantom shares are payable in cash or common shares of the Company upon termination of employment.
- (6) Security converts to common stock on a one-for-one basis.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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