#### Edgar Filing: CONVERGYS CORP - Form 4

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CONVERG	YS CORP											
Form 4												
December 0	6, 2004											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								OMB APPROVAL				
	UNITED	Washington, D.C. 20549							OMB Number:	3235-0287		
Check th if no long	ger											
subject to Section	51AIEN 16.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								Estimated average burden hours per		
Form 4 c	-		G	$( \cdot ) \cdot f \cdot f$	<b>C</b>	с <b>т</b>	1	A - 4 - £ 1024	response	0.5		
Form 5 obligations may continue. See Instruction 1(b). 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)											
HAWKINS WILLIAM H II Symbol								5. Relationship of Reporting Person(s) to Issuer				
			CONVI	CONVERGYS CORP [CVG]				(Check all applicable)				
(Last)	(First) (I	Middle)	3. Date of Earliest Transaction					Director	100	0		
				Month/Day/Year) 12/03/2004				Director 10% Owner X Officer (give title Other (specify below) SVP General Counsel				
	(Street)		4. If Ame	endment, D	ate Origina	ıl		6. Individual or Joi	nt/Group Filin	g(Check		
Filed(Mc			(Month/Day/Year)			Applicable Line)						
						Form filed by M	One Reporting Person Iore than One Reporting					
(City)	(State)	(Zip)	Tab	la I Non I	Domissotisso	Soon	ritios A ogu	uired, Disposed of,	or Donoficial	v Ownod		
							-	· • ·		•		
1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)			Code (Instr. 3, 4 and 5)			d of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)			
Common Shares								91,008	D			
Common Shares	12/03/2004	12/03/2	2004	Р	0.262	А	\$ 14.745	1,578.406	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. Transactic Code (Instr. 8)	5. Number of orDerivative 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. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option $(2)$ (3)	\$ 0					(4)	(4)	Common Shares	0	
Phantom Share Unit <u>(5)</u>	\$ 0 <u>(6)</u>	12/03/2004	12/03/2004	Р	38.497	(5)	(5)	Common Shares	38.497	

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
L O	Director	10% Owner	Officer	Other			
HAWKINS WILLIAM H II 201 EAST FOURTH STREET PO BOX 1638 CINCINNATI, OH 45201			SVP General Counsel				

### Signatures

/s/ William H. Hawkins II \*\*Signature of Reporting Date

Person

### **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 December 3, 2004 pursuant to the Convergys Corporation Executive Deferred
   (5) Compensation Plan, at prices ranging from \$12.30 and \$19.96 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.

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