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 | UNITED STATES SECURITIES AND EXCHANGE COMMI Washington, D.C. 20549 | | | | | | OMB Number: | 3235-0287 | |
| Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). TATEMENT OF CHANGES IN BENEFICIAL OWNER SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Ad Section 17(a) of the Public Utility Holding Company Act of 1920 30(h) of the Investment Company Act of 1940 | | | | | | | e Act of 1934, 1935 or Sectior | Expires: Estimated a burden hour response | | |
| (Print or Type | Responses) | | | | | | | | | |
| 1. Name and A ORR JAMI | Address of Reporting ES F | S | 2. Issuer Name and Ticker or Trading Symbol CONVERGYS CORP [CVG] | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
| (Last) | (First) (I | Middle) 3 | . Date of Earliest 7 | Transaction | | | (Check | an applicable |) | |
| 201 EAST FOURTH STREET, PO BOX 1638 | | | (Month/Day/Year) 12/03/2004 | | | | _X_ Director10% Owner _X_ Officer (give titleOther (specify below)below) Director, Chairman, Pres., CEO | | | |
| CINCINNA | . If Amendment, D Filed(Month/Day/Yea | Amendment, Date Original d(Month/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| | | (7) | | | | | Person | | | |
| (City) | (State) | (Zip) | Table I - Non- | Derivative | Secur | rities Acqu | uired, Disposed of, | or Beneficial | y Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution D any (Month/Day | Date, if Transacti Code //Year) (Instr. 8) | 4. Securi on(A) or Di (Instr. 3, | (A) or | d of (D) | 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 | | | | | | | 343,556 | D | | |
| Common Shares | 12/03/2004 | 12/03/200 |)4 P | 0.921 | A | \$ 14.745 | 5,549.767 | Ι | 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) | | |)) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8 D S (1 |
|---|---|---|---|--|---------|-----|---------------------|--------------------|---|----------------------------------|-------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| $\underbrace{\text{Option }}_{(3)}^{(2)}$ | \$ 0 | | | | | | (4) | (4) | Common Shares | 0 | |
| Phantom Share Unit <u>(5)</u> | \$ 0 <u>(6)</u> | 12/03/2004 | 12/03/2004 | Р | 203.804 | | (5) | (5) | Common Shares | 203.804 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|--------------------------------|-------|--|--|--|
| i o | Director | 10% Owner | Officer | Other | | | |
| ORR JAMES F 201 EAST FOURTH STREET PO BOX 1638 CINCINNATI, OH 45201 | Х | | Director, Chairman, Pres., CEO | | | | |

Signatures

/s/ James F. Orr 12/06/2004

**Signature of Reporting Person

Explanation of Responses:

If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- ** 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.