CONVERGYS CORP Form 4 April 08, 2003

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

O Check this box if no longer subject to Section 16.
Form 4 or Form 5 obligations may continue.
See Instruction 1(b).

(Print or Type Responses)

Name and Address of Reporting Person*	g 2.	Issuer Name and Ticker or Trading Symbol	3.	I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
Rolls, Steven G.		Convergys Corporation CVG		
(Last) (First) (Middle)				
201 East Fourth Street PO Box 1638	4.	Statement for Month/Day/Year	5.	If Amendment, Date of Original (Month/Day/Year)
(Street)		04/04/2003		
	6.	Relationship of Reporting Person(s) to Issuer (Check All Applicable)	7.	Individual or Joint/Group Filing (Check Applicable Line)
Cincinnati, Ohio 45201		O Director O 10% Owner		x Form Filed by Or Reporting Person
(City) (State) (Zip)		X Officer (give title below)		o Form Filed by Mo
		Other (specify below)		Person

Executive Vice President Global CMG & Employee Care and Chief Financial Officer

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.

^{*} If the form is filed by more than one reporting person, see instruction 4(b)(v).

Title of 2. Security (Instr. 3)	Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 4 Code (Instr. 8)	4. Securities Disposed of (Instr. 3, 4)	f (D)	ed (A) or	5. Amount of Sec- urities Beneficially Owned Following Reported Trans- action(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownershi (Instr. 4)
			Code V	Amount	(A) or (D)	Price			
Common Shares							65,500	D	
Common Shares							859.483	I	By Trusted of RSP*
									_
									Pag

Security (Instr. 3)	Conversion or Exercise 3. Price of Derivative Security	Date (Month/Day/Year)	3A. Deemed Execution 4. Date, if any (Month/Day/Year)	Code (Instr. 8)		or Disposed of (D)
				Code V	(A)	(D)
Option (1) (2)						
Phantom Share Unit (3)	1 for 1	(3)	(3)	A	6.038	
						
						_

Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amount of Underlying Securities (Instr. 3 and 4)		lying s	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10.Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
Date I Exercisable	Expiration Date		Amount or Number of Shares				
		Common Shares		(2)	455,230	D	
(3)	(3)	Common Shares	6.038	(3)	48,722.833	D	
	_						
-	_		etirement S	avings Plan.			
ommon shar	res balance	e held in Re		_	Term Incentive Plan, which is a Ru	le 16b-3 Plan.	
ommon shar	res balance	e held in Re		_	Term Incentive Plan, which is a Ru	le 16b-3 Plan.	
Option share Right to but Acquired on an, at prices	res balance res granted y. n various oranging fro	e held in Re under the dates betwee om \$11.30	Convergys en January	1998 Long 7	Term Incentive Plan, which is a Rui 4, 2003 pursuant to the Convergys hantom shares are payable in cash o	Corporation Executive	
Right to buy	res balance res granted y. n various oranging fro	e held in Red l under the d lates between \$11.30 and the	Convergys en January	1998 Long 7	4, 2003 pursuant to the Convergys	Corporation Executive	

Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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.

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