

CONVERGYS CORP  
Form DEFR14A  
April 16, 2004

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a)**  
**of the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- |                                     |   |                          |  |
|-------------------------------------|---|--------------------------|--|
| <input type="checkbox"/>            | Preliminary Proxy Statement                 | <input type="checkbox"/> | <b>Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))</b> |
| <input checked="" type="checkbox"/> | Definitive Proxy Statement                  |                          |  |
| <input type="checkbox"/>            | Definitive Additional Materials             |                          |  |
| <input type="checkbox"/>            | Soliciting Material Pursuant to §240.14a-12 |                          |  |

**Convergys Corporation**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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**ERRATA Notice for Proxy Statement dated March 12, 2004 of Convergys Corporation**

To: Shareholders of record on March 1, 2004

The information below replaces in its entirety the section entitled **III. Aggregate Option Exercises** on page 20 of the Convergys Corporation Proxy Statement which contained incorrect data in the column **Number of Securities Underlying Unexercised Options at FY-End**.

**III. Aggregate Option Exercises**

The following table shows aggregate option exercises by the named executive officers in the last fiscal year and fiscal year-end values:

| Name                  | Shares Acquired<br>on Exercise(#) | Value<br>Realized(\$) | Number of Securities<br>Underlying<br>Unexercised<br>Options at FY-End<br>(#) |                                       | Value of<br>Unexercised<br>In-the-Money<br>Options<br>at FY-End\$(a) |
|-----------------------|-----------------------------------|-----------------------|---|---------------------------------------|--|
|                       |                                   |                       | Exercisable (E)/<br>Unexercisable (U)   | Exercisable (E)/<br>Unexercisable (U) |  |
| James F. Orr          | 0                                 | \$ 0                  | (E) 1,784,186<br>(U) 555,500  | (E) 1,715,826<br>(U) 1,340,900        |  |
| David F. Dougherty    | 0                                 | \$ 0                  | (E) 492,686<br>(U) 181,250  | (E) 406,970<br>(U) 437,250            |  |
| Steven G. Rolls       | 0                                 | \$ 0                  | (E) 286,230<br>(U) 169,000  | (E) 200,748<br>(U) 425,590            |  |
| Ronald E. Schultz     | 0                                 | \$ 0                  | (E) 216,494<br>(U) 147,500  | (E) 99,693<br>(U) 349,800             |  |
| William H. Hawkins II | 0                                 | \$ 0                  | (E) 58,594<br>(U) 113,750   | (E) 20,981<br>(U) 308,990             |  |

(a) Values stated for the options are based on the fair market value (average of the high and low trading prices on the New York Stock Exchange) of \$17.38 per Common Share on December 31, 2003.