JONES MICHAEL D

Form 4

November 08, 2004

FORM 4

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005
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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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 Add JONES MICH	^	ing Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Middle) CONVERGYS CORP [CVG] (First) (Middle) 3. Date of Earliest Transaction			(Check all applicable)			
201 EAST FOURTH STREET, PO BOX 1638		REET, PO	(Month/Day/Year) 11/05/2004	Director 10% Owner X Officer (give title Other (specify below) VP & Controller			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CINCINNATI, OH 45201				Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq	quired, Disposed of, or Beneficially Owner			

(City)	(State)	Table Table	e I - Non-De	erivative S	Securi	ities Acqu	uired, Disposed of	, or Beneficiall	ly 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 on(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)		
Common Shares							16,679	D	
Common Shares							2,198.006	I	By Trustee of ESPP
Common Shares	11/05/2004	11/05/2004	P	3.899	A	\$ 14.03	1,123.839	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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number.

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)	Code Securities		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					<u>(4)</u>	<u>(4)</u>	Common Shares	0	
Phantom Share Unit (5)	\$ 0 (6)	11/05/2004	11/05/2004	P	41.803	<u>(5)</u>	<u>(5)</u>	Common Shares	41.803	

Reporting Owners

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		

JONES MICHAEL D 201 EAST FOURTH STREET PO BOX 1638 CINCINNATI, OH 45201

VP & Controller

Signatures

/s/ Michael D.

Jones 11/08/2004

**Signature of Date
Reporting 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 November 5, 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.

Reporting Owners 2

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(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.