JONES MICHAEL D

Form 4

November 17, 2004

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

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 Adda JONES MICH	•	ting Person *	2. Issuer Name and Ticker or Trading Symbol CONVERGYS CORP [CVG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an approache)		
201 EAST FOURTH STREET, PO BOX 1638			(Month/Day/Year) 11/17/2004	Director 10% Owner _X Officer (give title Other (specify below) VP & Controller		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
CINCINNATI, OH 45201			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) ((Zip) Tabl	e I - Non-D	D erivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			d of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Shares	11/17/2004	11/17/2004	M	600	A	\$ 4.827	17,279	D	
Common Shares	11/17/2004	11/17/2004	S	600	D	\$ 14.82	16,679	D	
Common Shares							1,123.839	I	By Trustee of RSP (1)
Common Shares							2,198.006	I	By Trustee of ESPP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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. Transactio Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and		6. Date Exercisab Date (Month/Day/Year	•	7. Title and a Underlying S (Instr. 3 and	Secu
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of		
Option (2) (3)	\$ 4.827	11/17/2004	11/17/2004	M		600	12/31/1998(4)	01/03/2005(4)	Common Shares			
Phantom Share Unit (5)	\$ 0 (6)	11/05/2004	11/05/2004	P	41.803		<u>(5)</u>	<u>(5)</u>	Common Shares	41		

Reporting Owners

Reporting Owner Name / Address	Relationships

Officer 10% Owner Other Director

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

VP & Controller

Signatures

Reporting Person

/s/ Michael D.

Jones 11/17/2004 **Signature of Date

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.

Reporting Owners 2

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- Acquired on various dates between January 1 and November 17, 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.