

ROBERTSON STEPHEN L
Form 4
December 02, 2004

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ROBERTSON STEPHEN L

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)
201 EAST FOURTH STREET, PO BOX 1638

3. Date of Earliest Transaction (Month/Day/Year)
12/01/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Pres. International

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CINCINNATI, OH 45201

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Shares	12/01/2004	12/01/2004	M	4,500	A \$ 31.934	76,087	D
Common Shares	12/01/2004	12/01/2004	S	4,500	D \$ 14.95	71,587	D
Common Shares						20,849.597	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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SEC 1474 (9-02)

displays a currently valid OMB control 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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Option ⁽²⁾ ₍₃₎	\$ 31.934	12/01/2004	12/01/2004	M	4,500	01/03/1997	01/03/2005	Common Shares	4,500
Phantom Share Unit ⁽⁴⁾	\$ 0 ⁽⁵⁾					<u>(4)</u>	<u>(4)</u>	Common Shares	0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROBERTSON STEPHEN L 201 EAST FOURTH STREET PO BOX 1638 CINCINNATI, OH 45201			Pres. International	

Signatures

/s/ Stephen L.
Robertson

 **Signature of Reporting Person
 Date 12/02/2004

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) Acquired on various dates between January 1 and November 30, 2004 pursuant to the Convergys Corporation Executive Deferred Compensation Plan, at prices ranging from \$12.30 and \$19.96 per share. Phantom shares are payable in cash or common shares of the

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Company upon termination of employment.

(5) 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.

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