

CONVERGYS CORP

Form 4/A

March 15, 2005

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SCHULTZ RONALD E

(Last) (First) (Middle)

201 EAST FOURTH STREET, PO  
BOX 1638

(Street)

CINCINNATI, OH 45201

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
CONVERGYS CORP [CVG]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/07/2005

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
01/10/2005

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

SVP Business Dev.

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

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Shares                      |                                         |                                                             | Code V                               | Amount (D) Price                                                           | 1,790.673 <sup>(1)</sup>                                                                                           | I                                                                    | By Trustee<br>of RSP                                              |

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  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)   | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8. Price<br>of<br>Underlying<br>Securities<br>(Instr. 3 and 4) |                                  |
|-------------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|----------------------------------------------------------------|----------------------------------|
|                                                       |                                                                       |                                         |                                                             | Code                                    | V                                                                                                                     | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                                                          | Amount or<br>Number of<br>Shares |
| Option <sup>(2)</sup><br><u>(3)</u>                   | <u>(3)</u>                                                            |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | <u>(3)</u>                                                          | <u>(3)</u>         | Common<br>Shares                                               | 363,994                          |
| Phantom<br>Share<br>Unit <sup>(4)</sup><br><u>(4)</u> | <u>(5)</u>                                                            |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | <u>(4)</u>                                                          | <u>(4)</u>         | Common<br>Shares                                               | 3,889.484                        |

## Reporting Owners

| Reporting Owner Name / Address                                                    | Relationships |           |                   |       |
|-----------------------------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                                   | Director      | 10% Owner | Officer           | Other |
| SCHULTZ RONALD E<br>201 EAST FOURTH STREET<br>PO BOX 1638<br>CINCINNATI, OH 45201 |               |           | SVP Business Dev. |       |

## Signatures

/s/ Ronald E.  
Schultz

03/15/2005

           \*\*Signature of  
Reporting Person

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) An additional 83.084 shares were acquired in the Retirement Savings Plan on January 7, 2005. Total shares balance is set forth in Column 5. The acquisition is exempt under Rule 16b-3(c).
- (2) Right to buy.
- (3) Option shares previously reported and granted on various dates and at various exercise prices under the Convergys 1998 Long Term Incentive Plan, which is a Rule 16b-3 Plan. This Amended Form 4 also corrects the subsequent re-reporting of these options on the Form 4 reports that had been filed on February 4, 2005, February 7, 2005 and February 17, 2005.
- (4) Convergys Corporation Executive Deferred Compensation Plan share balance, which had been previously reported. Phantom shares are payable in cash or common shares of the Company. Grants are exempt under Rule 16b-3(d). This Amended Form 4 also corrects the subsequent re-reporting (including Footnote disclosure) of those phantom stock units on Form 4 reports that had been filed on February 4, 2005, February 7, 2005 and February 17, 2005.
- (5) Security converts to common stock on a one-for-one basis.

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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.

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