

CONVERGYS CORP  
Form 4  
February 14, 2011

**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 \*  
JANA PARTNERS LLC

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)  
767 FIFTH AVENUE, 8TH FLOOR  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/10/2010

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  Other (specify below)  
See Remarks

NEW YORK, NY 10153

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

(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 Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	02/10/2011		P	45,000 A \$ 14.25	8,163,418	I	See Footnote (1)
Common Stock	02/10/2011		P	57,388 A \$ 13.97	8,220,806	I	See Footnote (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)

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**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 Acquired (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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JANA PARTNERS LLC 767 FIFTH AVENUE, 8TH FLOOR NEW YORK, NY 10153				See Remarks
Rosenstein Barry 767 FIFTH AVENUE, 8TH FLOOR NEW YORK, NY 10153				See Remarks

## Signatures

/s/ Barry Rosenstein	02/14/2011
**Signature of Reporting Person	Date
/s/ JANA Partners LLC by Jennifer Fanjiang, General Counsel	02/14/2011
**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).

Barry Rosenstein is the Managing Partner of JANA Partners LLC ("JANA"), a private money management firm which beneficially owns 8,220,806 Common Shares through various entities and accounts under its management and control (excluding 24,401 time-based restricted stock units and 6,860.065 phantom shares awarded to Barry Rosenstein, which he holds for the benefit of an affiliate of JANA). JANA and Barry Rosenstein disclaim any beneficial ownership of any of the Issuer's securities reported herein except to the extent of their pecuniary interest therein.

### Remarks:

JANA may be deemed to be a director by virtue of the fact that Barry Rosenstein, Managing Partner of JANA, currently serves as a director of the Issuer.

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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