

SCHWARTZ LARRY S  
 Form 4  
 November 08, 2004

**FORM 4**

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

OMB APPROVAL

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

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 \*  
 SCHWARTZ LARRY S

(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)  
 11/05/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Execu. VP IMG

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 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 (D) Price			
Common Shares					60,000	D	
Common Shares					3,574.17	I	By Trustee of ESPP
Common Shares					558.858	I	By Trustee of RSP <sup>(1)</sup>

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

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SEC 1474 (9-02)

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 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 or Value of Underlying Securities (Instr. 3 and 4)				
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option <sup>(2)</sup> <sub>(3)</sub>	\$ 0								<u>(4)</u>	<u>(4)</u>	Common Shares	0
Phantom Share Unit <sup>(5)</sup>	\$ 0	11/05/2004	11/05/2004	P	85.07				<u>(5)</u>	<u>(5)</u>	Common Shares	85.07

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHWARTZ LARRY S 201 EAST FOURTH STREET PO BOX 1638 CINCINNATI, OH 45201			Execu. VP IMG	

## Signatures

/s/ Larry S.  
Schwartz

11/08/2004

<sup>\*\*</sup>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) 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.
- (5) Acquired on various dates between January 1 and November 5, 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.

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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