CONVERGYS CORP

Form 4/A March 15, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

See Instruction 1(b).

SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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)

(Last)

Shares

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

2. Issuer Name and Ticker or Trading Symbol

CONVERGYS CORP [CVG]

(First) (Middle)

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

201 EAST FOURTH STREET, PO BOX 1638

01/07/2005

Filed(Month/Day/Year)

01/10/2005

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

below)

SVP Business Dev.

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

CINCINNATI, OH 45201

(City) 2. Transaction Date 2A. Deemed

(State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities 5. Amount of

1.Title of Security (Instr. 3)

(Month/Day/Year) Execution Date, if (Month/Day/Year)

(Zip)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Securities Beneficially Owned Following Reported

Form: Direct (D) or Indirect (I) (Instr. 4)

6. Ownership 7. Nature of Indirect Beneficial Ownership (Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price Common

1,790.673 (1)

By Trustee 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 required to respond unless the form displays a currently valid OMB control number.

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 2.		3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and A	Amount of	8. Pric
Derivative (Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Underlying Securities		Deriva
Securit	•			any	Code of		(Month/Day/Year)		(Instr. 3 and 4)		Securi
(Instr. 3	1	ce of		(Month/Day/Year)	(Instr. 8)		Derivative				(Instr.
		rivative				Securities					
	Sec	curity				Acquired					
						(A) or Disposed					
						of (D)					
						(Instr. 3,					
						4, and 5)					
							Date	Expiration	Title	Amount or Number of	
					Code V	(A) (D)	Exercisable	Date	Title	Shares	
					Couc v	(11) (D)				Shares	
Optio	n <u>(2)</u>	<u>(3)</u>					(3)	(3)	Common	363,994	
(3)		(3)					(3)	(0)	Shares	303,994	
DI .											
Phant							(4)	(4)	Common		
Share		<u>(5)</u>					(4)	<u>(4)</u>	Shares	3,889.484	
Unit (4)								Silaios		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

SCHULTZ RONALD E 201 EAST FOURTH STREET PO BOX 1638 CINCINNATI, OH 45201

SVP Business Dev.

Signatures

/s/ Ronald E. Schultz 03/15/2005

**Signature of Date
Reporting Person

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).
- 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.
- Option shares previously reported and granted on various dates and at various exercise prices under the Convergys 1998 Long

 (3) 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.
- 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.

Reporting Owners 2

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