FREKER JOHN C Form 4

December 02, 2004

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

Number:

3235-0287 January 31,

2005

0.5

Expires: Estimated average

burden hours per

response...

subject to Section 16. Form 4 or Form 5 obligations

Check this box

if no longer

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading FREKER JOHN C Issuer Symbol CONVERGYS CORP [CVG] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X\_ Officer (give title \_ \_\_ Other (specify 201 EAST FOURTH STREET, PO 12/01/2004 below) **BOX 1638** President CMG (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting CINCINNATI, OH 45201 Person

(City)	(State)	(Zip) Tabl	e I - Non-D	<b>D</b> erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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)
Common Shares	12/01/2004	12/01/2004	S	7,500	D	\$ 15.02	74,558	D	
Common Shares							1,759.594	I	By Trustee of ESPP
Common Shares							1,712.833	I	By Trustee of RSP (1)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

## Edgar Filing: FREKER JOHN C - Form 4

### number.

8. Price of Derivative Security (Instr. 5)

# 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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and A Underlying S (Instr. 3 and	Securities	8 1 5 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (2) (3)	\$ 0					<u>(4)</u>	<u>(4)</u>	Common Shares	0	
Phantom Share Unit (5)	\$ 0					(5)	(5)	Common Shares	0	

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

FREKER JOHN C 201 EAST FOURTH STREET PO BOX 1638 CINCINNATI, OH 45201

President CMG

## **Signatures**

/s/ John C. Freker 12/02/2004

\*\*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).
- (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.

Reporting Owners 2

## Edgar Filing: FREKER JOHN C - Form 4

Acquired on various dates between January 1 and November 30, 2004 pursuant to the Convergys Corporation Executive Deferred

(5) Compensation Plan, at prices ranging from \$12.30 and \$19.96 per share. Phantom shares are payable in cash or common shares of the 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.