CONVERGYS CORP

Form 4

February 17, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Form 5
obligations
may continue.

See Instruction

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Ad SCHULTZ R	•	_	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			CONVERGYS CORP [CVG]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
201 EAST FOURTH STREET, PO BOX 1638			(Month/Day/Year) 02/17/2005	Director 10% Owner Sylventrial Other (specify below) SVP Business Dev.			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
CINCINNATI, OH 45201			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zin)					

	(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
Se	Fitle of curity astr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of Code (Instr. 3, 4 and 5) (Instr. 8)			d of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
	ommon nares	02/17/2005	02/17/2005	S	3,062	D	\$ 14.73	0	D	
	ommon nares	02/17/2005	02/17/2005	S	8,900	D	\$ 14.71	60,155	D	
	ommon nares							665.686	I	By Trustee of ESPP
	ommon nares							1,948.323	I	By Trustee of RSP (1)

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

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(9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transactio	5. orNumber	6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying Securities		8. Price of Derivative
Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/		(Instr. 3 and		Security (Instr. 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					<u>(5)</u>	<u>(5)</u>	Common Shares	0	

Reporting Owners

Relationships Reporting Owner Name / Address

> 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. 02/17/2005 Schultz

**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.

Reporting Owners 2

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- (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.
 - Acquired on various dates between January 1 and February 4, 2005 pursuant to the Convergys Corporation Executive Deferred
- (5) Compensation Plan for Non-Employee Directors, at prices ranging from \$13.68 and \$15.40 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.