

FOX JEFFREY H
Form 4
December 17, 2012

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 *
FOX JEFFREY H

(Last) (First) (Middle)

ONE INFORMATION WAY, SUITE 400

(Street)

LITTLE ROCK, AR 72202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CONVERGYS CORP [CVG]

3. Date of Earliest Transaction (Month/Day/Year)
12/13/2012

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)

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)
			Code	V	Amount or Price		
Common Shares	12/13/2012		M		4,533	A	\$ 16.2782 753,958 D
Common Shares	12/13/2012		F		3,691.67	D	\$ 16.2782 750,266.33 D
Common Shares	12/13/2012		S		841.33	D	\$ 16.2782 749,425 D
Common Shares	12/13/2012		M		30,000	A	\$ 16.204 779,425 D
Common Shares	12/13/2012		F		24,476.84	D	\$ 16.204 754,948.16 D

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Common Shares	12/13/2012	S	5,523.16	D	\$ 16.204	749,425	D
Common Shares	12/14/2012	M	30,000	A	\$ 16.3361	779,425	D
Common Shares	12/14/2012	F	24,383.47	D	\$ 16.3361	755,041.82	D
Common Shares	12/14/2012	S	5,616.53	D	\$ 16.3361	749,425	D

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 10.88	12/13/2012		M	4,533	<u>(1)</u> 02/09/2015	Common Shares 4,533
Employee Stock Option (Right to Buy)	\$ 10.88	12/13/2012		M	30,000	<u>(1)</u> 02/09/2015	Common Shares 30,000
Employee Stock Option (Right to Buy)	\$ 10.88	12/14/2012		M	30,000	<u>(1)</u> 02/09/2015	Common Shares 30,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FOX JEFFREY H ONE INFORMATION WAY SUITE 400 LITTLE ROCK, AR 72202		X		

Signatures

/s/ Jeffrey H. Fox	12/17/2012
**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) Inducement grant of fully vested stock options to purchase 300,000 shares. The stock options shall have a five-year term and an exercise price per share equal to the closing price of a share of common stock on the effective date. If employment terminates for any reason, the stock options shall remain exercisable for two years following such termination of employment or, if shorter, the remaining term of the stock options.

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.