

BARRETT JOHN F  
Form 4  
January 25, 2013

**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 \*  
BARRETT JOHN F

(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)  
01/24/2013

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) |           |   |                     |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|---|---------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |           |   |                     |
| Common Shares                   | 01/24/2013                           |  | M                              | V   | 8,500   | A  | \$ 11.55  | 82,607    | D |                     |
| Common Shares                   |                                      |  |                                |   |   |  |   | 1,368     | I | By Children (1) (2) |
| Common Shares                   |                                      |  |                                |   |   |  |   | 7,359,540 | I | By Corporation (3)  |
| Common Shares                   |                                      |  |                                |   |   |  |   | 200       | I | By Wife (1) (4)     |

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.

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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 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 (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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Stock Option (Right to Buy)                | \$ 11.55   | 01/24/2013                           |  | M                              | 8,500  | (5) 02/25/2013   | Common Shares   | 8,500                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| BARRETT JOHN F<br>201 EAST FOURTH STREET<br>PO BOX 1638<br>CINCINNATI, OH 45201 | X             |           |         |       |

## Signatures

/s/ John F. Barrett 01/25/2013

\*\*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) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
  - (2) The reporting person is a custodian for his minor children for these securities.
  - (3) The reporting person is an officer and director of Western and Southern Financial Group which, together with its subsidiaries, owns these securities. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that

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the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose. Includes 33,418 common shares held on behalf of third parties on behalf of an affiliate of Western & Southern.

(4) Shares held in an IRA account.

(5) Option shares granted under the Convergys Corporation 1998 Long Term Incentive Plan, which is a Rule 16b-3 Plan.

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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