CONVERGYS CORP Form 4 February 18, 2003

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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

 Check this box if no longer subject to Section 16.
 Form 4 or Form 5 obligations may continue.
 See Instruction 1(b).

 Name and Address of Reporting Person* 	2.	Issuer Name and Ticke Symbol	r or Trading 3	Reporting	ntification Number of ; an entity (Voluntary)
Rolls, Steven G.		Convergys Corporation	CVG		
(Last) (First) (Middle)					
201 East Fourth Street PO Box 1638	4.	Statement for Month/D	Day/Year 5	5. If Amenda (Month/Do	ment, Date of Original 1y/Year)
(Street)		2/14/2003			
	6.	Relationship of Report to Issuer (Check All App	-		l or Joint/Group Filing plicable Line)
Cincinnati Ohio 45201		0 Director 0	10% Owner	Х	Form Filed by One Reporting Person
(City) (State) (Zip)		X Officer (give til	tle below)	0	Form Filed by More than One Reporting
		O Other (specify i	below)		Person
			President Global yee Care and Chief		

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Financial Officer

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

*

If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

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Title of 2. Security (Instr. 3)	Transaction Z Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities J Disposed o (Instr. 3, 4)	f (D)	ed (A) or	5. Amount of Sec- urities Beneficially Owned Following Reported Trans- action(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	(A) or (D)	Price			
Common Shares							65,500	D	
Common Shares							681.458	I	By Trustee of RSP*
				Page 2					

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

Title of Derivative 2. Security (Instr. 3)	Conversion or Exercise 3. Price of Derivative Security	Transaction Date (<i>Month/Day/Year</i>)	3A. Deemed Execution 4. Date, if any (Month/Day/Year)	Transaction 5. Code (<i>Instr.</i> 8)		or Disposed of (I
				Code V	(A)	(D)
Option (1) (2)	\$12.55	2/14/03	2/14/03	А	5,099	
Phantom Share Unit (3)	1 for 1	(3)	(3)	А	15.509	
			Page 3			

6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	
Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
1/31/03	1/31/13	Common Shares	n 5,099	(2)	382,230	D	
(3)	(3)	Common Shares	1 15.509	(3)	48,710.128	D	

Explanation of Responses:

* Common shares balance held in Retirement Savings Plan.

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

(2) Right to buy.

(3) Acquired on various dates between January 1 and February 14, 2003 pursuant to the Convergys Corporation Executive Deferred Compensation Plan, at prices ranging from \$11.32 and \$16.50 per share. Phantom shares are payable in cash or common shares of the Company upon termination of employment.

/s/ Steven G. Rolls	2/18/2003
**Signature of Reporting Person	Date

^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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.