

JONES MICHAEL D
Form 4
May 01, 2003

OMB APPROVAL

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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).

1. Name and Address of Reporting

Person* (*Last, First, Middle*) **2. Issuer Name and Ticker or**

Trading Symbol 3. I.R.S. Identification Number of Reporting

Person, if an entity (*Voluntary*) Jones, Michael, D

Convergys Corporation (CVG)

201 East Fourth Street PO Box 1638

4. Statement for Month/Day/Year 5. If Amendment, Date of Original (Month/Day/Year) 04/30/2003

(Street) 6. Relationship of Reporting Person(s)

to Issuer (Check All Applicable) 7. Individual or Joint/Group Filing

(Check Applicable Line) Cincinnati, OH 45201

(City) (State) (Zip) Director 10% Owner Form filed by One Reporting Person Officer (give title below)
Form filed by More than One Reporting Person Other (specify below) VP & Controller

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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).

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 Transactions(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		12,679	D
Common Shares		970.012	I By Trustee of ESPP
Common Shares		322.760	I By Trustee of RSP*

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)

Code V (A) (D)

Option (1) (2)

Phantom Share Unit (3)

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

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) **11. Nature of Indirect Beneficial Ownership**
(Instr. 4)

Date	Exercisable	Expiration	Date	Title	Amount or Number of	Shares
				Common Shares	(2)	69,562 D
				Common Shares	(3)	171.031 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 April 30, 2003 pursuant to the Convergys Corporation Executive Deferred Compensation Plan, at prices ranging from \$11.30 and \$16.50 per share. Phantom shares are payable in cash or common shares of the Company upon termination of employment.

/s/ Michael D. Jones 5/1/2003

**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). Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.