

CONVERGYS CORP

Form 4

August 16, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ORR JAMES 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)

08/14/2006

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)

Chairman, CEO

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	(A) or (D)	Price			
Common Shares								6,650.38	I	By 401(k) Plan ⁽¹⁾
Common Shares	08/14/2006		M		350,000	A	\$ 16.512	779,960	D	
Common Shares	08/14/2006		M		19,200	A	\$ 14.375	799,160	D	
Common Shares	08/14/2006		M		43,800	A	\$ 17.207	842,960	D	
Common Shares	08/14/2006		F		379,888	D	\$ 19.155	463,072	D	

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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 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 Number Shares
Employee Stock Option (Right to Buy)	\$ 16.512	08/14/2006		M	350,000	12/16/2001 12/16/2006	Common Shares 350,0
Employee Stock Option (Right to Buy)	\$ 14.375	08/14/2006		M	19,200	<u>(2)</u> 09/16/2006	Common Shares 19,20
Employee Stock Option (Right to Buy)	\$ 17.207	08/14/2006		M	43,800	<u>(3)</u> 01/02/2007	Common Shares 43,80

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ORR JAMES F 201 EAST FOURTH STREET PO BOX 1638 CINCINNATI, OH 45201	X		Chairman, CEO	

Signatures

/s/ James F. Orr 08/16/2006

**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) This number represents the reporting person's shares held in the company's 401(k) plan as of August 4, 2006.

(2) The option vested in installments of 4,200 on September 16, 1997, 5,000 on September 16, 1998 and 10,000 on September 16, 1999.

(3) The option vested in two equal installments of 10,950 on January 2, 1998 and January 2, 1999 and one installment of 21,900 on January 2, 2000.

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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