

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE INFORMATION WAY, SUITE 400
(Street)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

LITTLE ROCK, AR 72202

4. If Amendment, Date Original Filed(Month/Day/Year)

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

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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.

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 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.