

CONVERGYS CORP
Form 4
November 24, 2015

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

(Last) (First) (Middle)

ONE INFORMATION WAY, SUITE 400

(Street)

LITTLE ROCK, AR 72202

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/20/2015

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) Code V Amount (D) Price			
Common Shares					350,000	I	By FAMCO Enterprises Limited
Common Shares	11/20/2015		M	10,000 A	\$ 12.79 394,354.52	D	
Common Shares	11/20/2015		S	10,000 D	\$ 25.136 (1) 384,354.52	D	
Common Shares	11/20/2015		S	10,000 D	\$ 25.059 (2) 30,000	I	By Fox Family Charitable

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Trust

Common Shares	11/23/2015		M	10,218	A	\$ 12.79	394,572.52	D
Common Shares	11/23/2015		S	10,218	D	\$ <u>(3)</u> 25.4828	384,354.52	D
Common Shares	11/23/2015		S	5,000	D	\$ <u>(4)</u> 25.5715	25,000	I
Common Shares	11/23/2015		M	10,000	A	\$ 12.79	394,354.052	D
Common Shares	11/23/2015		S	10,000	D	\$ <u>(5)</u> 25.6567	384,354.52	D

By Fox Family Charitable Trust

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

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SEC 1474 (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)	8. Price of Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 12.79	11/20/2015		M	10,000	<u>(6)</u>	<u>(6)</u>	Common Shares	10,000
Stock Options (Right to Buy)	\$ 12.79	11/23/2015		M	10,218	<u>(6)</u>	<u>(6)</u>	Common Shares	10,218
Stock Options (Right to Buy)	\$ 12.79	11/23/2015		M	10,000	<u>(6)</u>	<u>(6)</u>	Common Shares	10,000

Buy)

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. 11/24/2015
Fox

**Signature of Date
Reporting Person

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 price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.04 to \$25.19, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the footnote to this Form 4.

(2) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.02 to \$25.12, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the footnote to this Form 4.

(3) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.475 to \$25.565, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the footnote to this Form 4.

(4) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.565 to \$25.58, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the footnote to this Form 4.

(5) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.61 to \$25.685, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the footnote to this Form 4.

(6) The stock options were part of a previously reported grant with a two year vesting, 50% on February 10, 2014 and 50% on February 10, 2015, that expires on February 10, 2022.

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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