Edgar Filing: CONVERGYS CORP - Form 4/A

CONVERGY Form 4/A	YS CORP									
March 30, 20	005									
FORM	4								PPROVAL	
	Washington, D.C. 20549						COMMISSION	OMB Number:	3235-0287	
Check thi if no long									January 31, 2005	
subject to STATEMENT O Section 16. Form 4 or			F CHANGES IN BENEFICIAL OWNERSHIP (SECURITIES					Estimated average burden hours per response		
obligation may cont <i>See</i> Instru 1(b).	ns Section 17(a	a) of the	Public Ut	ility Hold	ing Com		ge Act of 1934, of 1935 or Sectio 40	on		
(Print or Type F	Responses)									
1. Name and Address of Reporting Person <u>*</u> SCHWARTZ LARRY S			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
				CONVERGYS CORP [CVG]				(Check all applicable)		
(Last) (First) (Middle) 201 EAST FOURTH STREET, PO BOX 1638			3. Date of Earliest Transaction(Month/Day/Year)03/15/2005				Director 10% Owner X Officer (give title Other (specify below) below) Execu. VP Global Operations			
			4. If Amendment, Date Original Filed(Month/Day/Year) 03/17/2005				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
							Person			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurities Ac	quired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Execution any	emed on Date, if 'Day/Year)	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, -	(A) or of (D)	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)	
Common Shares							4,757.174	Ι	By Trustee of ESPP	
Common Shares							1,118.594	Ι	By Trustee of RSP (1)	
Common Shares							60,000 <u>(2)</u>	D		

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

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number.

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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Amou Unde Secur	le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
SCHWARTZ LARRY S 201 EAST FOURTH STREET PO BOX 1638 CINCINNATI, OH 45201			Execu. VP Global Operations			
Signaturos						

Signatures

/s/ Larry S. Schwartz 03/30/2005

<u>**</u>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 March 17, 2005.

This amendment changes the reporting of the deferral of restricted stock units. Although the deferral was correctly reported in Table 2 on the Form 4 filed on March 17, 2005, as a conversion to phantom share units, the reporting person is, by this amendment, making a

(2) the Form 4 fried on Match 17, 2005, as a conversion to phantom share units, the reporting person is, by this antendment, making a permissible election instead to report the phantom share units, which are convertible only into common shares, in Table 1 as shares directly held.

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.