#### Edgar Filing: SHANKS EARL C - Form 4

SHANKS E Form 4									
June 12, 200	ЛЛ								PPROVAL
-	UNITED	STATES		RITIES A shington			COMMISSION	N OMB Number:	3235-0287
Check th if no lon subject to Section Form 4 of Form 5 obligation may con	nger 50 16. 50 50 50 50 50 50 50 50 50 50	STATEMENT OF CHANGES IN BENEFICIAL OWNERS SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of ection 17(a) of the Public Utility Holding Company Act of 1935 30(h) of the Investment Company Act of 1940					nge Act of 1934, of 1935 or Sectio	Estimated burden hou response	urs per
<i>See</i> Instr 1(b).	ruction	50(II)		livesuiieii	t Compa	ly Act of 1	940		
(Print or Type	Responses)								
1. Name and A SHANKS I	Address of Reporting EARL C	Person <sup>*</sup>	Symbol	er Name <b>an</b> ERGYS (		c	5. Relationship o Issuer		
(Last)	(First) (	(Middle)	3. Date of Earliest Transaction			(Che	Check all applicable)		
201 EAST BOX 1638	FOURTH STRE	ET, PO	(Month/2 06/09/2	Day/Year) 2006			Director X Officer (giv below)		% Owner ner (specify
	(Street)	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)			ıl	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CINCINNA	ATI, OH 45201						Form filed by Person	More than One R	eporting
(City)	(State)	(Zip)	Tab	ole I - Non-J	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactio Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V	Amount	(D) Price	(msu. 5 and 4)		
Reminder: Re	port on a separate line	e for each cl	ass of sec	urities bene	Perso	ons who res	or indirectly. Spond to the colle		SEC 1474 (9-02)

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.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

1

#### Edgar Filing: SHANKS EARL C - Form 4

(Instr. 3)	Price of Derivative Security	(Month/Day/Yea	·) (Instr. 8)	Acquired (A or Disposed (D) (Instr. 3, 4, and 5)	d of				(Inst
			Code V	(A)	(D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Share	<u>(1)</u>	06/09/2006	А	132.79	(2)	(3)	Common Shares	132.79	\$ 1

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships				
i o	Director	10% Owner	Officer	Other	
SHANKS EARL C 201 EAST FOURTH STREET PO BOX 1638 CINCINNATI, OH 45201			CFO		

## Signatures

/s/ Earl C. Shanks	06/12/2006			
<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) Security converts to common stock on a one-for-one basis.
- (2) Immediate.
- (3) Phantom shares are payable in cash following the termination of the reporting person's employment with Convergys.

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.