

CONVERGYS CORP  
Form 4  
November 14, 2006

**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 \*  
**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)  
11/10/2006

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 <u>(1)</u>                             |
| Common Shares                   | 11/10/2006                           |  | M                              |   | 535,000   | A  | \$ 15   |
| Common Shares                   | 11/10/2006                           |  | M                              |   | 44,400  | A  | \$ 17.439   |
| Common Shares                   | 11/10/2006                           |  | F                              |   | 471,125   | A  | \$ 22.49  |
|                                 |                                      |  |                                |   | 998,072   | D  |   |
|                                 |                                      |  |                                |   | 1,042,472   | D  |   |
|                                 |                                      |  |                                |   | 571,347   | D  |   |

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

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**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)       | \$ 15  | 11/10/2006                           |  | M                              | 535,000   | <u>(2)</u> 08/13/2008                                    | Common Shares 535,000   |
| Employee Stock Option (Right to Buy)       | \$ 17.439  | 11/10/2006                           |  | M                              | 44,400  | <u>(3)</u> 01/02/2008                                    | Common Shares 44,400  |

## Reporting Owners

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

## Signatures

/s/ James F. Orr 11/14/2006

\*\*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 November 3, 2006.

(2) The option vested in four equal installments of 133,750 on August 13, 1999, August 13, 2000, August 13, 2001 and August 13, 2002.

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- (3) The option vested in two equal installments of 11,100 on January 2, 1999 and January 2, 2000 and one installment of 22,200 on January 2, 2001.

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.