

CONVERGYS CORP
Form 4
November 20, 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)
11/18/2015

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Shares | | | | | 350,000 | I | By FAMCO Enterprises Limited |
| Common Shares | 11/18/2015 | | M | 15,000 A \$ 12.79 | 419,354.52 | D | |
| Common Shares | 11/18/2015 | | S | 15,000 D \$ 24.5254 (1) | 404,354.52 | D | |
| Common Shares | 11/18/2015 | | G | 20,000 D (2) | 384,354.52 | D | |

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| | | | | | | | | |
|---------------|------------|---|--------|---|------------------------|------------|---|--------------------------------|
| Common Shares | 11/18/2015 | A | 20,000 | A | <u>(2)</u> | 40,000 | I | By Fox Family Charitable Trust |
| Common Shares | 11/19/2015 | M | 10,000 | A | \$ 12.79 | 394,354.52 | D | |
| Common Shares | 11/19/2015 | S | 10,000 | D | <u>\$ 24.73</u> (3) | 384,354.52 | D | |

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

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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) | 8. Price or Amount of Derivative Security (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to Buy) | \$ 12.79 | 11/18/2015 | | M | 15,000 | <u>(4)</u> | <u>(4)</u> | Common Shares | 15,000 |
| Stock Options (Right to Buy) | \$ 12.79 | 11/19/2015 | | M | 10,000 | <u>(4)</u> | <u>(4)</u> | Common Shares | 10,000 |

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

11/20/2015

__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) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.500 to \$24.560, 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) Shares gifted to Fox Family Charitable Trust.

(3) The price reported is a weighted average price. These shares were acquired in multiple transactions at prices ranging from \$24.67 to \$24.79, 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 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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