## Edgar Filing: CONVERGYS CORP - Form 4

CONVERG Form 4	YS CORP										
October 20, FORN Check th if no long	4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB APPROVAL OMB 3235-0287 Number: January 31 Expires: 2005		
subject to Section 1 Form 4 o Form 5 obligatio may cont <i>See</i> Instru 1(b).	6. r Filed pur ns section 17(a	20(h) of the Investment Commons A of $(1040)$							Estimated average burden hours per response 0.5		
(Print or Type I	Responses)										
JANA PARTNERS LLC Symbol (Last) (First) (Middle) 3. Date o (Month/I 767 FIFTH AVENUE, 8TH FLOOR 4. If Amo (Street) 4. If Amo Filed(Mo			-				ıg	5. Relationship of Reporting Person(s) to Issuer			
			CONVERGYS CORP [CVG] (Che 3. Date of Earliest Transaction					(Check	ck all applicable)		
			(Month/Day/Year) 10/16/2008					Director Officer (give title Other (specify below) Dther (specify below)			
			mendment, Date Original Ionth/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>					
NEW YOR	K, NY 10153							Person	ore than one Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative	Securi	ties Acqu	uired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deen Execution any (Month/E	n Date, if	3. Transactic Code (Instr. 8) Code V	4. Securit on(A) or Dis (Instr. 3, 4) Amount	sposed	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 Stock, no par value (1)	10/16/2008			Р	45,000	A	\$ 10.73	16,468,399	D		

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

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)

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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. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	Date	7. Titl Amou Under Securi (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>		Relationsh		
	Director	10% Owner	Officer	Other
JANA PARTNERS LLC 767 FIFTH AVENUE 8TH FLOOR NEW YORK, NY 10153		Х		
Signatures				
/s/ JANA Partners LLC by Cha Counsel		10/20/2007		
<u>**</u> Signature of Repor	ting 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) JANA Partners LLC disclaims beneficial ownership of any and all such securities in excess of its actual pecuniary interest.

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.