CONVERGYS CORP Form 4 March 11, 2003

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response...0.5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

O Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Name and Address of Reporting Person*	2.	Issuer Name and Ticker or Trading Symbol	3.	I.R.S. Identification Reporting Person, if an entity	
Rolls, Steven G.		Convergys Corporation CVG			
(Last) (First) (Middle)					
201 East Fourth Street P.O. Box 1638	4.	Statement for Month/Day/Year	5.	If Amendment, Da (Month/Day/Year)	te of Original
(Street)		03/07/2003			
	6.	Relationship of Reporting Person(s) to Issuer (Check All Applicable)	7.	Individual or Joint (Check Applicable 1	• •
Cincinnati, Ohio 45201		O Director O 10% Owner		X	Form Filed by One Reporting Person
(City) (State) (Zip)		X Officer (give title below)		0	Form Filed by More
		Other (specify below)			than One Reporting Person
		Executive Vice President Global CMG & Employee Care			

and Chief Financial Officer

Reminder:	Report on a separate line for each class of securities beneficially owned directly or indirectly.
*	If the form is filed by more than one reporting person, see instruction 4(b)(v).

Title of 2. Security (Instr. 3)	Transaction 2 Date (Month/Day/Year)	A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Disposed o (Instr. 3, 4	f (D)	ed (A) or	5.Amount of Sec- urities Beneficially Owned Following Reported Trans- action(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownershi (Instr. 4)
			Code V	Amount	(A) or (D)	Price			
Common Shares							65,500	D	
Common Shares							785.625	I	By Truste of RSP*
				Page 2					

	Table II Derivative Sec (e.g., puts, call		Disposed of, or Benef ns, convertible securit			
Title of Derivative 2. Security (Instr. 3)	Conversion or Exercise 3. Price of Derivative Security	Transaction 3. Date (Month/Day/Year)	A. Deemed Execution 4. Date, if any (Month/Day/Year)	Transaction 5. Code (Instr. 8)		r Disposed of (D)
				Code V	(A)	(D)
Option (1)(2)						
Phantom Share Unit (3)	1 for 1	(3)	(3)	A	6.667	
			Page 3			

Date Exercisals Expiration Dat (Month/Day/Yea	te	7. Title and of Under Securitie (Instr. 3 a	lying s	3. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10.Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11.Nature of Indirect Beneficial Ownership (Instr. 4)
	xpiration Date		Amount or Number of Shares				
		Common Shares		(2)	455,230	D	
(3)	(3)	Common Shares	6.667	(3)	48,716.795	D	
planation of l	Response						
				· N			
			etirement S	avings Plan.			
ommon share	es balance	e held in R			Ferm Incentive Plan, which is a Ru	le 16b-3 Plan.	
ommon share	es balance s granted	e held in R				le 16b-3 Plan.	
Option shares Right to buy. Acquired on an, at prices rai	es balance s granted various d	e held in R under the ates betwee m \$11.30	Convergys een January	1998 Long T		s Corporation Executive	
Right to buy.	es balance s granted various d	e held in R under the ates between \$11.30 nt.	Convergys een January	1998 Long T 1 and March per share. Pl	Ferm Incentive Plan, which is a Rule of the Rule of the Rule of Tourist 17, 2003 pursuant to the Converge.	s Corporation Executive	

^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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