DOUGHERTY DAVID F 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. Identificatio Reporting Person, if an entity	
Dougherty, David F.		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 i	
Cincinnati, Ohio 45201	_	O Director O 10% Owner		X	Form Filed by One Reporting Person
(City) (State) (Zip)		X Officer (give title below)		o	Form Filed by More than One Reporting
		O Other (specify below)			Person
		Executive Vice President Global IMG			

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, <i>see</i> instruction 4(b)(v).

Title of 2. Transac Security Date (Instr. 3) (Month/	ction 2.f	A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 4 Code (Instr. 8)	4. Securities Disposed of (Instr. 3, 4	<b>f</b> ( <b>D</b> )	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							77,000	D	
Common Shares							3,390.146	I	By Trustee of RSP*
Common Shares							2,200	I	By Wife*

7	Table II Derivative Securities Acquired, (e.g., puts, calls, warrants, option					
	Conversion or Exercise 3. Price of Derivative Security	Transaction Date (Month/Day/Year)	3A. Deemed Execution 4. Date, if any (Month/Day/Year)	Transaction 5. Code (Instr. 8)	Number of Deriva Acquired (A) or D (Instr. 3, 4 and 5)	
				Code V	(A) (D)	
Option (1)(2)						_
Phantom Share Unit (3)						_
						_
						_
						_
						_
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6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)		11. Nature of Indirect Beneficial Ownership (Instr. 4)
Date Expiration Exercisable Date	Amount or Number of Title Shares				
	Common Shares	(2)	673,936	D	
	Common Shares	(3)	80,690.445	D	

#### **Explanation of Responses:**

- (1) Option shares granted under the Convergys 1998 Long Term Incentive Plan, which is a Rule 16b-3 Plan.
- (2) Right to buy.
- (3) Acquired on various dates between January 1 and March 7, 2003 pursuant to the Convergys Corporation Executive Deferred Compensation Plan, at prices ranging from \$11.30 and \$16.50 per share. Phantom shares are payable in cash or common shares of the Company upon termination of employment.

<sup>\*</sup>Common shares balance held in Retirement Savings Plan.

<sup>\*\*</sup>The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

**Signature of Reporting	Date
Person	

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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<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).