

CONVERGYS CORP
Form 4
August 16, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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)
08/14/2006

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 | (D) | Price |
| Common Shares | | | | | 6,650.38 | I | By 401(k) Plan ⁽¹⁾ |
| Common Shares | 08/14/2006 | | M | | 350,000 | A | \$ 16.512 |
| Common Shares | 08/14/2006 | | M | | 19,200 | A | \$ 14.375 |
| Common Shares | 08/14/2006 | | M | | 43,800 | A | \$ 17.207 |
| Common Shares | 08/14/2006 | | F | | 379,888 | D | \$ 19.155 |

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee Stock Option (Right to Buy) | \$ 16.512 | 08/14/2006 | | M | 350,000 | 12/16/2001 12/16/2006 | | Common Shares | 350,000 |
| Employee Stock Option (Right to Buy) | \$ 14.375 | 08/14/2006 | | M | 19,200 | <u>(2)</u> 09/16/2006 | | Common Shares | 19,200 |
| Employee Stock Option (Right to Buy) | \$ 17.207 | 08/14/2006 | | M | 43,800 | <u>(3)</u> 01/02/2007 | | Common Shares | 43,800 |

Reporting Owners

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

Signatures

/s/ James F. Orr 08/16/2006

**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 August 4, 2006.
- (2) The option vested in installments of 4,200 on September 16, 1997, 5,000 on September 16, 1998 and 10,000 on September 16, 1999.
- (3) The option vested in two equal installments of 10,950 on January 2, 1998 and January 2, 1999 and one installment of 21,900 on January 2, 2000.

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.