

RIBEAU SIDNEY A
Form 4/A
January 12, 2005

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 *
RIBEAU SIDNEY A

2. Issuer Name and Ticker or Trading Symbol
CONVERGYS CORP [CVG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

201 EAST FOURTH STREET, PO BOX 1638

3. Date of Earliest Transaction (Month/Day/Year)
01/07/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
01/07/2005

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CINCINNATI, OH 45201

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Shares | | | | (A) or (D) Code V Amount (D) Price | 4,200 | 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.

SEC 1474 (9-02)

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. Transaction Code | 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 or Number of Shares |
| Option ⁽¹⁾ <u>(2)</u> | \$ 0 | | | | | <u>(3)</u> | <u>(3)</u> | Common Shares | 0 | |
| Phantom Share Unit ⁽⁴⁾ | \$ 0 ⁽⁵⁾ | 01/07/2005 | 01/07/2005 | P | 1,450.967 | <u>(4)</u> | <u>(4)</u> | Common Shares | 1,450.967 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| RIBEAU SIDNEY A 201 EAST FOURTH STREET PO BOX 1638 CINCINNATI, OH 45201 | X | | | |

Signatures

/s/ Sidney A. 01/12/2005
Ribeau

**Signature of Date
Reporting Person

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) Right to buy.
- (2) Option shares granted under the Convergys 1998 Long Term Incentive Plan, which is a Rule 16b-3 Plan.
- (3) Option shares granted on various dates under the Convergys 1998 Long Term Incentive Plan, which is a Rule 16b-3 Plan.
Acquired on various dates between January 1 and January 7, 2005 pursuant to the Convergys Corporation Executive Deferred
- (4) Compensation Plan for Non-Employee Directors, at prices ranging from \$14.32 and \$15.40 per share. Phantom shares are payable in cash or common shares of the Company upon termination of employment.
- (5) Security converts to common stock on a one-for-one basis.

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.