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CONVERGYS CORP  
Form 8-K  
February 26, 2003

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report: February 25, 2003

CONVERGYS CORPORATION  
(Exact name of registrant as specified in its charter)

Ohio  
(State or other jurisdiction  
of incorporation)

1-4379  
(Commission File Number)

31-1598  
(IRS Emp  
Identificat

201 East Fourth Street  
Cincinnati, Ohio  
(Address of principal executive offices)

4520  
(Zip Co

Registrant's telephone number, including area code: (513) 723-7000

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ITEM 5. OTHER EVENTS.

On February 25, 2003, Convergys Corporation announced that its Board of Directors authorized the Company to repurchase up to 10 million of its common shares from time to time as market and business conditions warrant. The repurchases may be through open market and privately negotiated transactions. Convergys currently has approximately 173 million common shares outstanding of which approximately 17.8 million were held as treasury shares.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the

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undersigned hereunto duly authorized.

CONVERGYS CORPORATION

By: /s/ William H. Hawkins II

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William H. Hawkins II  
Senior Vice President General Counsel  
and Secretary

Date: February 25, 2003