CONVERGYS CORP

Form 4 June 18, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number: January 31,

OMB APPROVAL

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Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue.

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

1(b).

(Print or Type Responses)

See Instruction

| 1. Name and Address of Reporting Person * SHANKS EARL C | | | 2. Issuer Name and Ticker or Trading Symbol CONVERGYS CORP [CVG] | 5. Relationship of Reporting Person(s) to Issuer | | | |
|--|---------|----------|---|--|--|--|--|
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | (Check all applicable) | | | |
| | | | (Month/Day/Year) | Director 10% Owner | | | |
| 201 EAST FOURTH STREET, PO BOX 1638 (Street) CINCINNATI, OH 45201 | | | 06/18/2010 | X Officer (give title Other (specified below) CFO | | | |
| | | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| | | | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |

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|----|---|----|---|----|-----|----|-------|-----|
| | | | | | | | | |

| (City) | (State) (| Zip) Table | e I - Non-D | erivative S | ecuriti | ies Acq | quired, Disposed | of, or Beneficial | ly Owned | |
|--------------------------------------|---|-----------------------------------|-------------------|---|------------------|--------------------|--|----------------------------------|-----------------------|--|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any | 3. Transaction | 4. Securities Acquired on(A) or Disposed of (D) | | | 5. Amount of Securities Beneficially | 6. Ownership Form: Direct (D) or | Form: Direct Indirect | |
| (IIIsti. 3) | | (Month/Day/Year) (Instr. | | (Instr. 3, 4 and 5) | | Owned Following | Indirect (I) (Instr. 4) | Ownership (Instr. 4) | | |
| | | | Code V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | | |
| Common Shares | | | | | | | 993.439 | I | By 401(k) Plan (1) | |
| Common Shares | 06/18/2010 | | A | 20,000 | A | \$ 0 (2) | 129,899 | D | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | | 4. | 5. | 6. Date Exer | | 7. Title a | | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------------|-----------------|------------|--------|-------------|---------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | | onNumber | Expiration D | | Amount | | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underly | _ | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securitie | es | (Instr. 5) | Bene |
| | Derivative | | | | Securities | S | | (Instr. 3 | and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | , | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | (IIISti |
| | | | | | 4, and 5) | | | | | | |
| | | | | | 4, and 3) | | | | | | |
| | | | | | | | | A | mount | | |
| | | | | | | D. | E | 01 | r | | |
| | | | | | | Date Exercisable | Expiration Date | | umber | | |
| | | | | | | | | 01 | | | |
| | | | | Code V | (A) (D) | | | | hares | | |

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

SHANKS EARL C 201 EAST FOURTH STREET PO BOX 1638 CINCINNATI, OH 45201

CFO

Signatures

/s/ Earl C. 06/18/2010 Shanks

**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) This number represents the reporting person's shares held in the company's 401(k) plan as of June 4, 2010.
- (2) Award of time-based restricted stock units for retention.

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.

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