

CONVERGYS CORP
Form 4
August 05, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
JANA PARTNERS LLC

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)

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

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

767 FIFTH AVENUE, 8TH FLOOR,

08/03/2009

See Remarks

(Street)

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

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

NEW YORK, NY 10153

(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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------|---|-----------------------------|
| | | | Code | V | Amount | | | | | |
| | | | | | (A) or (D) Price | | | | | |
| Common Stock ⁽¹⁾ | 08/03/2009 | | S | | 75,000 | D | \$ 10.38 | 10,287,185 | I | See Footnote ⁽¹⁾ |
| Common Stock ⁽¹⁾ | 08/03/2009 | | S | | 58,275 | D | \$ 10.44 | 10,228,910 | I | See Footnote ⁽¹⁾ |
| Common Stock ⁽¹⁾ | 08/03/2009 | | S | | 323,257 | D | \$ 10.45 | 9,905,653 | I | See Footnote ⁽¹⁾ |
| Common Stock ⁽¹⁾ | 08/03/2009 | | S | | 100 | D | \$ 10.55 | 9,905,553 | I | See Footnote |

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| | | | | | | | | | (1) |
|-------------------------|------------|--|---|---------|---|----------|-----------|---|------------------|
| Common Stock <u>(1)</u> | 08/04/2009 | | S | 304,672 | D | \$ 10.39 | 9,600,881 | I | See Footnote (1) |
| Common Stock <u>(1)</u> | 08/04/2009 | | S | 250,162 | D | \$ 10.41 | 9,350,719 | I | See Footnote (1) |
| Common Stock <u>(1)</u> | 08/04/2009 | | S | 800 | D | \$ 10.42 | 9,349,919 | I | See Footnote (1) |
| Common Stock <u>(1)</u> | 08/05/2009 | | S | 110,000 | D | \$ 10.21 | 9,239,919 | I | See Footnote (1) |
| Common Stock <u>(1)</u> | 08/05/2009 | | S | 20,000 | D | \$ 10.22 | 9,219,919 | I | See Footnote (1) |
| Common Stock <u>(1)</u> | 08/05/2009 | | S | 248,060 | D | \$ 10.23 | 8,971,859 | I | See Footnote (1) |
| Common Stock <u>(1)</u> | 08/05/2009 | | S | 598,969 | D | \$ 10.24 | 8,372,890 | I | See Footnote (1) |

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)

| 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| JANA PARTNERS LLC 767 FIFTH AVENUE, 8TH FLOOR NEW YORK, NY 10153 | | | | See Remarks |
| Rosenstein Barry C/O JANA PARTNERS LLC 767 FIFTH AVENUE, 8TH FLOOR NEW YORK, NY 10153 | | | | See Remarks |

Signatures

| | |
|--|------------|
| /s/ Barry Rosenstein | 08/05/2009 |
| **Signature of Reporting Person | Date |
| /s/ JANA Partners LLC by Charles Penner, General Counsel | 08/05/2009 |
| **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) Barry Rosenstein is the Managing Partner of JANA Partners LLC ("JANA"), a private money management firm which beneficially owns 8,354,513 Common Shares through various entities and accounts under its management and control (excluding 18,377 time-based restricted stock units awarded to Barry Rosenstein, which he holds for the benefit of an affiliate of JANA). The sale of Common Shares reported herein was effected by JANA. JANA and Barry Rosenstein disclaim any beneficial ownership of any of the Issuer's securities reported herein except to the extent of their pecuniary interest therein.

Remarks:

JANA may be deemed to be a director by virtue of the fact that Barry Rosenstein, Managing Partner of JANA, currently serves on the board of directors of the Issuer.

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.