

GOVERN MAUREEN P  
Form 4  
February 27, 2003

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

**FORM 4**

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

**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**

- ☐ Check this box if no longer  
subject to Section 16.  
Form 4 or Form 5  
obligations may continue.  
*See Instruction 1(b).*

<b>1. Name and Address of Reporting Person*</b>  Govern, Maureen P. <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> <i>(Last) (First) (Middle)</i>  201 East Fourth Street PO Box 1638 <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> <i>(Street)</i>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  Convergys Corporation CVG <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/>	<b>3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)</b>  <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/>
Cincinnati Ohio 45201 <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> <i>(City) (State) (Zip)</i>	<b>4. Statement for Month/Day/Year</b>  02/25/2003 <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/>	<b>5. If Amendment, Date of Original (Month/Day/Year)</b>  <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/>
<b>6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)</b>  <div style="display: flex; justify-content: space-between;"> <div> <input type="radio"/> Director           <input checked="" type="radio"/> Officer <i>(give title below)</i> <input type="radio"/> Other <i>(specify below)</i> </div> <div> <input type="radio"/> 10% Owner           <input type="radio"/> Senior Vice President, Chief Technology Officer         </div> </div>		<b>7. Individual or Joint/Group Filing (Check Applicable Line)</b>  <div style="display: flex; justify-content: space-between;"> <div> <input checked="" type="radio"/> Form Filed by One Reporting Person           <input type="radio"/> Form Filed by More than One Reporting Person         </div> </div>

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

\* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

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**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 Shares					53,000	D	

**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)
				Code V	(A) (D)
Option(1)(2)	\$11.55	2/25/03	2/25/03	A	13,250
Option(1)(2)	\$11.55	2/25/03	2/25/03	A	13,250
Option(1)(2)	\$11.55	2/25/03	2/25/03	A	26,500

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

### Explanation of Responses:

(1) Option shares granted under the Convergys 1998 Long Term Incentive Plan, which is a Rule 16b-3 Plan.

(2) Right to buy.

/s/ Maureen P. Govern

2/27/2003

**\*\*Signature of Reporting  
Person**

Date \_\_\_\_\_

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.