

JONES MICHAEL D  
Form 4  
February 11, 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><br><br>Jones, Michael D.<br><hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> <i>(Last) (First) (Middle)</i><br><br>201 East Fourth Street<br>PO Box 1638<br><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><br><br>Convergys Corporation CVG<br><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><br><br><hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/>                                                                                                                                                    |
| Cincinnati, Ohio 45201<br><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><br><br>2/07/2003<br><hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/>                             | <b>5. If Amendment, Date of Original (Month/Day/Year)</b><br><br><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><br><br><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"/> Vice President and Controller         </div> </div> <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> |                                                                                                                                                             | <b>7. Individual or Joint/Group Filing (Check Applicable Line)</b><br><br><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<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(Month/Day/Year) | 3. Transaction Code<br>(Instr. 8) | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|------------------------------------|-----------------------------------------|-------------------------------------------------------|-----------------------------------|----------------------------------------------------------------------|--------------------------------------------------------------------------------------------------|-------------------------------------------------------------|----------------------------------------------------------|
|------------------------------------|-----------------------------------------|-------------------------------------------------------|-----------------------------------|----------------------------------------------------------------------|--------------------------------------------------------------------------------------------------|-------------------------------------------------------------|----------------------------------------------------------|

|               |  |  | Code V | Amount | (A)<br>or<br>(D) | Price   |                    |
|---------------|--|--|--------|--------|------------------|---------|--------------------|
| Common Shares |  |  |        |        |                  | 679     | D                  |
| Common Shares |  |  |        |        |                  | 739.921 | I                  |
| Common Shares |  |  |        |        |                  | 213.843 | I                  |
|               |  |  |        |        |                  |         | By Trustee of ESPP |
|               |  |  |        |        |                  |         | By Trustee of RSP* |

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

[illegible]

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

[illegible]

### Explanation of Responses:

\*Common shares balance held in Retirement Savings Plan.

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

(2) Right to buy.

(3) Acquired on various dates between January 1 and February 7, 2003 pursuant to the Convergys Corporation Executive Deferred Compensation Plan, at prices ranging from \$12.18 and \$16.50 per share. Phantom shares are payable in cash or common shares of the Company upon termination of employment.

/s/ Michael D. Jones

2/11/2003

**\*\*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).

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

Page 4