

LAUTERBACH DARRELL W

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><br><br>Lauterbach Darrell, W.<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>2/25/2003<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"/> 10% Owner         </div> <div> <input checked="" type="radio"/> Officer <i>(give title below)</i> </div> <div> <input type="radio"/> Other <i>(specify below)</i> </div> </div> <div style="margin-top: 10px;">         Vice President Corporate Development       </div> |                                                                                                                                                             | <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         </div> <div> <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><i>(Instr. 3)</i> | 2. Transaction Date<br><i>(Month/Day/Year)</i> | 2A. Deemed Execution Date, if any<br><i>(Month/Day/Year)</i> | 3. Transaction Code<br><i>(Instr. 8)</i> | 4. Securities Acquired (A) or Disposed of (D)<br><i>(Instr. 3, 4 and 5)</i> | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br><i>(Instr. 3 and 4)</i> | 6. Ownership Form: Direct (D) or Indirect (I)<br><i>(Instr. 4)</i> | 7. Nature of Indirect Beneficial Ownership<br><i>(Instr. 4)</i> |
|-------------------------------------------|------------------------------------------------|--------------------------------------------------------------|------------------------------------------|-----------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------------------------------|
|-------------------------------------------|------------------------------------------------|--------------------------------------------------------------|------------------------------------------|-----------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------------------------------|

|               |  |  | Code V | Amount | (A)<br>or<br>(D) | Price |   |  |
|---------------|--|--|--------|--------|------------------|-------|---|--|
| Common Shares |  |  |        |        |                  | 0     | D |  |

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

| 1. Title of Derivative Security<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |
|-----------------------------------------------|--------------------------------------------------------|-----------------------------------------|-------------------------------------------------------|-----------------------------------|-------------------------------------------------------------------------------------------|
|                                               |                                                        |                                         |                                                       | Code V                            | (A) (D)                                                                                   |
| Option(1)(2)                                  | \$11.55                                                | 2/25/03                                 | 2/25/03                                               | A                                 | 2,000                                                                                     |
| Option(1)(2)                                  | \$11.55                                                | 2/25/03                                 | 2/25/03                                               | A                                 | 2,000                                                                                     |
| Option(1)(2)                                  | \$11.55                                                | 2/25/03                                 | 2/25/03                                               | A                                 | 4,000                                                                                     |

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

| 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of Underlying Securities<br>(Instr. 3 and 4) | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|-------------------------------------------------------------|------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|-----------------------------------------------------------|
|                                                             |                                                                  |                                               |                                                                                                       |                                                                                     |                                                           |

[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/ Darrell W. Lauterbach

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.