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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 Section16. Form4 or Form5 obligations may continue. *See* Instruction1(b).

1. Name and Address of Reporting Person*
Schultz, Ronald E. *(Last) (First) (Middle)*
201 East Fourth Street
PO Box 1638 *(Street)*

Cincinnati Ohio 45201 *(City) (State) (Zip)*

2. Issuer Name and Ticker or Trading Symbol

Convergys Corporation CVG

3. I.R.S. Identification Number of Reporting Person, if an entity *(Voluntary)*

4. Statement for MonthDayYear

2/04/2003

5. If Amendment, Date of Original *(MonthDayYear)*

6. Relationship of Reporting Person(s) to Issuer *(Check All Applicable)*

Director 10% Owner

Officer *(give title below)*

Other *(specify below)*
Senior Vice President
Business Development

7. Individual or Joint/Group Filing *(Check Applicable Line)*

Form Filed by One Reporting Person

Form Filed by More than One Reporting Person

Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security *(Instr. 3)*	2. Transaction Date *(MonthDayYear)*	2A. Deemed Execution Date, if any *(MonthDayYear)*	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			

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Common Shares	84,143	D	
Common Shares	665.686	I	By Trustee of ESPP
Common Shares	812.116	I	By Trustee of RSP*

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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(Over)
SEC 1474 (9-02)

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FORM 4 (continued)

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 *(MonthDayYear)*	3A. Deemed Execution Date, if any *(MonthDayYear)*	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)							
Phantom Share Unit (3)	1 for 1	(3)	(3)	A		5.967	

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

6. Date Exercisable and Expiration Date *(MonthDayYear)*		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 Following Reported Transaction(s) *(Instr. 4)*	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) *(Instr. 4)*	11. Nature of Indirect Beneficial Ownership *(Instr. 4)*
Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
		Common Shares		(2)	300,600	D	
(3)	(3)	Common Shares	5.967	(3)	2,218.679	D	

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 4, 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/ Ronald E. Schultz 2/6/2003
**Signature of Reporting Person Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18U.S.C.1001 and 15U.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.

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