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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***
Dougherty, David F. *(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**

2/14/2003

**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)*
Executive Vice President Global IMG

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

Form Filed by One Reporting Person

Form Filed by More than One Reporting Person

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 *(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** | | | |
| Common Shares | | | | | | | | 77,000 | D | |
| Common Shares | | | | | | | | 3,262.708 | I | By Trustee of RSP* |
| Common Shares | | | | | | | | 2,200 | I | By Wife** |



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## 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) | $12.55 | 2/14/03 | 2/14/03 | A | | 3,712 | |
| Phantom Share Unit (3) | | | | | | | |



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## 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 | | | | |
| 1/31/03 | 1/31/13 | Common Shares | 3,712 | (2) | 598,936 | D | |
| | | Common Shares | | (3) | 80,690.445 | D | |

**Explanation of Responses:**

* Common shares balance held in Retirement Savings Plan.

** The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(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 14, 2003 pursuant to the Convergys Corporation Executive Deferred Compensation Plan, at prices ranging from $11.32 and $16.50 per share. Phantom shares are payable in cash or common shares of the Company upon termination of employment.

/s/ David F. Dougherty 2/18/2003
**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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# End of Filing

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