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CONVERGYS CORP

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JANA PARTNERS LLC

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 08/04/11 for the Period Ending 08/02/11

Address	201 EAST FOURTH STREET CINCINNATI, OH 45202
Telephone	5137237000
CIK	0001062047
Symbol	CVG
SIC Code	7373 - Computer Integrated Systems Design
Industry	Computer Services
Sector	Technology
Fiscal Year	12/31

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FORM 4

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

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
JANA PARTNERS LLC	**CONVERGYS CORP [CVG]**	
(Last) (First) (Middle) **767 FIFTH AVENUE, 8TH FLOOR,**	3. Date of Earliest Transaction (MM/DD/YYYY) **8/2/2011**	_____ Director _____ 10% Owner _____ Officer (give title below) __ **X** __ Other (specify below) **See Remarks**
(Street) **NEW YORK, NY 10153** (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) ___ Form filed by One Reporting Person _ **X** _ 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Stock	**8/2/2011**		**S**		**280944**	**D**	**$13.23**	**7939862**	**I**	**See footnote** (1)
Common Stock	**8/2/2011**		**S**		**43300**	**D**	**$13.30**	**7896562**	**I**	**See footnote** (1)
Common Stock	**8/2/2011**		**S**		**266593**	**D**	**$13.36**	**7629969**	**I**	**See footnote** (1)
Common Stock	**8/2/2011**		**S**		**6399**	**D**	**$13.55**	**7623570**	**I**	**See footnote** (1)
Common Stock	**8/2/2011**		**S**		**100000**	**D**	**$13.90**	**7523570**	**I**	**See footnote** (1)
Common Stock	**8/3/2011**		**S**		**300000**	**D**	**$12.51**	**7223570**	**I**	**See Footnote** (1)
Common Stock	**8/3/2011**		**S**		**6100**	**D**	**$12.7**	**7217470**	**I**	**See Footnote** (1)
Common Stock	**8/4/2011**		**S**		**123600**	**D**	**$12.05**	**7093870**	**I**	**See Footnote** (1)
Common Stock	**8/4/2011**		**S**		**132500**	**D**	**$12.06**	**6961370**	**I**	**See Footnote** (1)

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

(1) Barry Rosenstein is the Managing Partner of JANA Partners LLC ("JANA"), a private money management firm which beneficially owns 6,961,370 Common Shares through various entities and accounts under its management and control (excluding 24,401 time-based restricted stock units and 7,372.9 phantom shares awarded to Barry Rosenstein, which he holds for the benefit of an affiliate of JANA). JANA and Barry Rosenstein disclaim any beneficial ownership of any of the Issuer's securities reported herein except to the extent of their pecuniary interest therein.

Remarks:

JANA may have been deemed to be a director by virtue of the fact that Barry Rosenstein, Managing Partner of JANA, served on the board of directors of the Issuer until April 27, 2011.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JANA PARTNERS LLC **767 FIFTH AVENUE, 8TH FLOOR** **NEW YORK, NY 10153**				**See Remarks**
Rosenstein Barry **170 COLUMBUS AVE** **FIFTH FLOOR** **SAN FRANCISCO, CA 94133**				**See Remarks**

Signatures

/s/ Barry Rosenstein — **8/4/2011**

** Signature of Reporting Person — Date

/s/ JANA Partners LLC by Jennifer Fanjiang, General Counsel — **8/4/2011**

** Signature of Reporting Person — Date

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).

****** 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.

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