

CONVERGYS CORP
Form 4
August 04, 2011

FORM 4

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

OMB APPROVAL

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

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
JANA PARTNERS LLC

2. Issuer Name and Ticker or Trading Symbol
CONVERGYS CORP [CVG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
767 FIFTH AVENUE, 8TH FLOOR,

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/02/2011

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)

See Remarks

NEW YORK, NY 10153

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	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 Ownership (Instr. 4)
Common Stock	08/02/2011		S	280,944 D	\$ 13.23 7,939,862	I	See footnote (1)
Common Stock	08/02/2011		S	43,300 D	\$ 13.3 7,896,562	I	See footnote (1)
Common Stock	08/02/2011		S	266,593 D	\$ 13.36 7,629,969	I	See footnote (1)
Common Stock	08/02/2011		S	6,399 D	\$ 13.55 7,623,570	I	See footnote

									(1)
Common Stock	08/02/2011	S	100,000	D	\$ 13.9	7,523,570	I		See footnote (1)
Common Stock	08/03/2011	S	300,000	D	\$ 12.51	7,223,570	I		See Footnote (1)
Common Stock	08/03/2011	S	6,100	D	\$ 12.7	7,217,470	I		See Footnote (1)
Common Stock	08/04/2011	S	123,600	D	\$ 12.05	7,093,870	I		See Footnote (1)
Common Stock	08/04/2011	S	132,500	D	\$ 12.06	6,961,370	I		See Footnote (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	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 (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

See Remarks

JANA PARTNERS LLC
767 FIFTH AVENUE, 8TH FLOOR
NEW YORK, NY 10153

Rosenstein Barry
170 COLUMBUS AVE
FIFTH FLOOR
SAN FRANCISCO, CA 94133

See Remarks

Signatures

/s/ Barry Rosenstein

08/04/2011

__Signature of Reporting Person

Date

/s/ JANA Partners LLC by Jennifer Fanjiang, General
Counsel

08/04/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (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

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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