

CONVERGYS CORP
Form 4
August 29, 2008

FORM 4

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

OMB APPROVAL

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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(h) of the Investment Company Act of 1940

(Print or Type Responses)

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

(Last) (First) (Middle)

767 FIFTH AVENUE, 8TH FLOOR

(Street)

NEW YORK, NY 10153

(City) (State) (Zip)

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

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

08/27/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. 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 (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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | | |
| Common Stock, no par value (1) | 08/27/2008 | | P | | \$ 3,000 | A | 14.48 13,789,675 D |
| Common Stock, no par value (1) | 08/27/2008 | | P | | \$ 10,600 | A | 14.49 13,800,275 D |
| Common Stock, no par value (1) | 08/27/2008 | | P | | \$ 36,441 | A | 14.61 13,836,716 D |

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| | | | | | | | |
|--|------------|---|---------|---|----------|------------|---|
| Common Stock, no par value <u>(1)</u> | 08/27/2008 | P | 157,148 | A | \$ 14.67 | 13,993,864 | D |
| Common Stock, no par value <u>(1)</u> | 08/28/2008 | P | 8,900 | A | \$ 14.76 | 14,002,764 | D |
| Common Stock, no par value <u>(1)</u> | 08/28/2008 | P | 9,148 | A | \$ 14.79 | 14,011,912 | D |
| Common Stock, no par value <u>(1)</u> | 08/29/2008 | P | 3,700 | A | \$ 14.69 | 14,015,612 | D |
| Common Stock, no par value <u>(1)</u> | 08/29/2008 | P | 27,600 | A | \$ 14.7 | 14,043,212 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| JANA PARTNERS LLC 767 FIFTH AVENUE, 8TH FLOOR NEW YORK, NY 10153 | | X | | |

Signatures

/s/ JANA Partners LLC by Charles Penner, General Counsel 08/29/2008

__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) JANA Partners LLC disclaims beneficial ownership of any and all such securities in excess of its actual pecuniary interest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.