

CONVERGYS CORP
Form 4
November 24, 2015

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 *
FOX JEFFREY H

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)

3. Date of Earliest Transaction (Month/Day/Year)
11/20/2015

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

ONE INFORMATION WAY, SUITE 400

(Street)

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

LITTLE ROCK, AR 72202

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Shares | | | | | 350,000 | I | By FAMCO Enterprises Limited |
| Common Shares | 11/20/2015 | | M | 10,000 A | \$ 12.79 394,354.52 | D | |
| Common Shares | 11/20/2015 | | S | 10,000 D | \$ 25.136 (1) 384,354.52 | D | |
| Common Shares | 11/20/2015 | | S | 10,000 D | \$ 25.059 (2) 30,000 | I | By Fox Family Charitable |

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Trust

| | | | | | | | | |
|---------------|------------|--|---|--------|---|--------------------------|-------------|---|
| Common Shares | 11/23/2015 | | M | 10,218 | A | \$ 12.79 | 394,572.52 | D |
| Common Shares | 11/23/2015 | | S | 10,218 | D | \$ <u>(3)</u> 25.4828 | 384,354.52 | D |
| Common Shares | 11/23/2015 | | S | 5,000 | D | \$ <u>(4)</u> 25.5715 | 25,000 | I |
| Common Shares | 11/23/2015 | | M | 10,000 | A | \$ 12.79 | 394,354.052 | D |
| Common Shares | 11/23/2015 | | S | 10,000 | D | \$ <u>(5)</u> 25.6567 | 384,354.52 | D |

By Fox Family Charitable Trust

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.

SEC 1474 (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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to Buy) | \$ 12.79 | 11/20/2015 | | M | 10,000 | <u>(6)</u> | <u>(6)</u> | Common Shares | 10,000 |
| Stock Options (Right to Buy) | \$ 12.79 | 11/23/2015 | | M | 10,218 | <u>(6)</u> | <u>(6)</u> | Common Shares | 10,218 |
| Stock Options (Right to Buy) | \$ 12.79 | 11/23/2015 | | M | 10,000 | <u>(6)</u> | <u>(6)</u> | Common Shares | 10,000 |

Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FOX JEFFREY H ONE INFORMATION WAY SUITE 400 LITTLE ROCK, AR 72202 | | X | | |

Signatures

| | |
|------------------------------------|------------|
| /s/ Jeffrey H. Fox | 11/24/2015 |
| **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) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.04 to \$25.19, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the footnote to this Form 4.
 - (2) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.02 to \$25.12, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the footnote to this Form 4.
 - (3) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.475 to \$25.565, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the footnote to this Form 4.
 - (4) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.565 to \$25.58, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the footnote to this Form 4.
 - (5) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.61 to \$25.685, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the footnote to this Form 4.
 - (6) The stock options were part of a previously reported grant with a two year vesting, 50% on February 10, 2014 and 50% on February 10, 2015, that expires on February 10, 2022.

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.