HAWKINS WILLIAM H II Form 4 March 11, 2003

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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 Section 16.
 Form 4 or Form 5 obligations may continue.
 See Instruction 1(b).

Name and Address of Reporting Person*	2.	Issuer Name and Ticker or Trading Symbol	3.	I.R.S. Identification Reporting Person, if an entity	
Hawkins II, William H.		Convergys Corporation CVG			
(Last) (First) (Middle)	-				
201 East Fourth Street P.O. Box 1638	4.	Statement for Month/Day/Year	5.	<b>If Amendment, Da</b> ( <i>Month/Day/Year</i> )	te of Original
(Street)	_	03/07/2003			
	6.	<b>Relationship of Reporting Person(s)</b> <b>to Issuer</b> ( <i>Check All Applicable</i> )	7.	<b>Individual or Joint</b> (Check Applicable 1	
Cincinnati, Ohio 45201	_	O Director O 10% Owner		X	Form Filed by One Reporting Person
(City) (State) (Zip)		X Officer (give title below)		0	Form Filed by More than One Reporting
		O Other (specify below)			Person
		Senior Vice President, General Counsel and Secretary			

 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).

Title of 2. Security (Instr. 3)	Transaction 2 Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities J Disposed o (Instr. 3, 4 d	f (D)	ed (A) or	5. Amount of Sec- urities Beneficially Owned Following Reported Trans- action(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							75,500	D	
Common Shares				_			945.960	I	By Trustee of RSP*
					_				
				Page 2					

# Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	<b>Title of Derivative 2.</b> <b>Security</b> ( <i>Instr. 3</i> )	Conversion or Exercise 3. Price of Derivative Security	<b>Transaction</b> <b>Date</b> (Month/Day/Year)		<b>Deemed Execution 4.</b> <b>Date, if any</b> (Month/Day/Year)	<b>Transaction 5.</b> <b>Code</b> ( <i>Instr.</i> 8)	Number of Derivative Secu Acquired (A) or Disposed of (Instr. 3, 4 and 5)		
						Code V	(A)	( <b>D</b> )	
	Option (1)(2)								
	Phantom Share Unit (3)								
•				D	Page 3				

5. 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(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	
Date Expiration Exercisable Date	Amount or Number of Title Shares				
	Common Shares	(2)	172,344	D	
	Common Shares	(3)	689.049	D	
					_

#### **Explanation of Responses:**

\*Common shares balance held in Retirement Savings Plan.

(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 March 7, 2003 pursuant to the Convergys Corporation Executive Deferred Compensation Plan, at prices ranging from \$11.30 and \$16.50 per share. Phantom shares are payable in cash or common shares of the Company upon termination of employment.

/s/ William H. Hawkins II

3/11/2003

\*\*Signature of Reporting Person Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).