HAWKINS WILLIAM H II Form 4 February 18, 2003

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response...0.5

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

O 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 PO Box 1638	4.	Statement for Month/Day/Year	5.	If Amendment, Dat (Month/Day/Year)	e of Original
(Street)	_	2/14/2003			
	6.	Relationship of Reporting Person(s) to Issuer (Check All Applicable)	7.	Individual or Joint/ (Check Applicable L	
Cincinnati, Ohio 45201	_	O Director O 10% Owner		X	Form Filed by One Reporting Person
(City) (State) (Zip)		X Officer (give title below)		O	Form Filed by More than One Reporting
		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, <i>see</i> instruction 4(b)(v).

Title of 2. Transaction 2 Security Date (Instr. 3) (Month/Day/Year)	A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 4 Code (Instr. 8)	Disposed of (Instr. 3, 4	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)	J. Nature of Indirect Beneficial Ownershi (Instr. 4)
		Code V	Amount	(A) or (D)	Price			
Common Shares						75,500	D	
Common Shares						858.693	I	By Trustee of RSP*
			Page 2					

Title of Derivative 2. Security (Instr. 3)	. Conversion or Exercise Price of Derivative Security	3. Transaction 3 Date (Month/Day/Year)	A. Deemed Execution 4. Date, if any (Month/Day/Year)	Transaction 5. Code (Instr. 8)		A) or Disposed of (D
				Code V	(A)	(D)
Option (1) (2)	\$12.55	2/14/03	2/14/03	A	4,344	
Phantom Share Unit (3)						

Date Exercise Expiration D (Month/Day/Y	ate	7. Title and of Under Securitie (Instr. 3 c	lying s	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)
Date I Exercisable	Expiration Date		Amount or Number of Shares				
1/31/03	1/31/13	Common Shares	4,344	(2)	119,344	D	
		Common Shares		(3)	689.049	D	
xplanation o	f Response	es:					
xplanation o Common sha	_		etirement S	Savings Plan.			
Common sha	res balance	e held in R		_	Γerm Incentive Plan, which is a Ru	le 16b-3 Plan.	
Common sha	res balance	e held in R		_		le 16b-3 Plan.	
Common sha Option shar Right to buy Acquired or	res balance res granted y. n various d Plan, at pri	e held in R under the ates between	Convergys een January	1998 Long 7		ergys Corporation Execu	
Common shar Option shar Right to but Acquired or Compensation	res balance res granted y. n various d Plan, at pri	e held in R under the ates betwee ces rangin byment.	Convergys een January	1998 Long 7 1 and Febru 1.32 and \$16.	Ferm Incentive Plan, which is a Ru ary 14, 2003 pursuant to the Conve	ergys Corporation Execu	

^{**} 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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