

CONVERGYS CORP  
Form 8-K  
February 21, 2007

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM 8-K

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CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report: February 20, 2007

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# CONVERGYS CORPORATION

(Exact name of registrant as specified in its charter)

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Ohio  
(State or other jurisdiction

of incorporation)

201 East Fourth Street

Cincinnati, Ohio  
(Address of principal executive offices)

1-4379  
(Commission File Number)

31-1598292  
(IRS Employer

Identification No.)

45202  
(Zip Code)

Registrant's telephone number, including area code: (513) 723-7000

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

.. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

(e) On February 20, 2007, the Board of Directors approved the following 2006 annual incentive bonus payment for the Chief Executive Officer ( CEO ) and on February 19, 2007, the Compensation and Benefits Committee of the Board of Directors (the Committee ) approved the following 2006 annual incentive payments for the other executive officers:

<b>Executive Officer</b>	<b>2006 Annual Incentive</b>
James F. Orr	\$ 1,326,271
David F. Dougherty	\$ 736,365
Earl C. Shanks	\$ 466,255
William H. Hawkins II	\$ 350,541
Timothy M. Wesolowski	\$ 103,685
Thomas A. Cruz	\$ 111,122

The Board also approved the performance metrics that will be used to determine the 2007 annual incentive awards for the CEO. The Compensation and Benefits Committee previously approved the performance metrics that will be used to determine the 2007 annual incentive awards for the other executive officers. The 2007 annual incentive awards will be based on levels of achievement of a pre-established Earnings Per Share target and the achievement of pre-established personal performance goals and metrics. These two criteria are weighted equally. The portion of the annual incentive award that is based on satisfaction of the objective performance criteria described above is paid pursuant to the terms of the Annual Executive Incentive Plan (which was previously filed as an exhibit to the Form 8-K filed on February 24, 2005). This plan was approved by shareholders at the 2002 Annual Meeting of Shareholders.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CONVERGYS CORPORATION**

By: William H. Hawkins II  
William H. Hawkins II  
Senior Vice President General Counsel  
and Secretary

Date: February 21, 2007