

Edgar Filing: VIAD CORP - Form 4

VIAD CORP  
Form 4  
February 21, 2003

FORM 4

U.S. SECURITIES AND EXCHANGE COMMISSION  
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

( ) Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

|   |   |  |
|---|---|--|
| 1. Name and Address of Reporting Person | 2. Issuer Name and Ticker or Trading Symbol | 3. IRS or Social Security Number of Reporting Person (Voluntary) |
|---|---|--|

|  |                  |
|--|------------------|
| Rock, Douglas L.<br>Smith International, Inc.<br>16740 Hardy Street<br>Houston, TX 77032 | Viad Corp<br>VVI |
|--|------------------|

6. Relationship of Reporting Person to Issuer (Check all applicable)

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

X  
Director

7. Individual or Joint/Group Reporting

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) | 3. Transaction Code (Instr. 8) | 4. Securities acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) |
|---------------------------------|--------------------------------------|--------------------------------|---|---|---|
|---------------------------------|--------------------------------------|--------------------------------|---|---|---|

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 | 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 at the end of the reporting period (Instr. 5) |
|--|--|---------------------|--------------------------------|--|--|---|---|
|--|--|---------------------|--------------------------------|--|--|---|---|

|      |        |   |            |        |
|------|--------|---|------------|--------|
| (    | Month/ | C | Date Expi- | Amount |
| Day/ | Day/   | O | Exer- ra-  | or     |
|      |        |   |            | Number |

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|                     |         | Year           | D   |   |       | cis- | tion |                | of           |        |
|---------------------|---------|----------------|-----|---|-------|------|------|----------------|--------------|--------|
|                     |         | )              | E   | V | (A)   | (D)  | able | Date           | Title        | Shares |
| Option-right to buy | \$20.51 | 02-19<br>-2003 | A   |   | 5,000 |      |      | 02-19<br>-2013 | Common Stock | 5,000  |
|                     |         |                | (a) |   |       | (a)  |      |                |              |        |

Explanation of responses:

- a. Granted pursuant to 1997 Viad Corp Omnibus Incentive Plan, as amended 5-14-2002; each ten-year option contains the right to surrender the option for cash, which right is only exercisable during certain tender offers. The Corporation may permit a participant exercising an option to surrender already owned stock in payment of exercise price, and to surrender stock, to which participant is entitled as a result of such exercise, to satisfy a tax withholding requirement. 33 1/3% of options are exercisable one year after grant, 33 1/3 are exercisable two years after grant and the remaining balance are exercisable three years after grant, except that exercisability is accelerated in certain circumstances.

Signature of Reporting Person:

/s/Scott E. Sayre, Attorney-in-Fact

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Scott E. Sayre, Attorney-in-Fact