

Edgar Filing: DYKSTRA PAUL B - Form 5

DYKSTRA PAUL B  
Form 5  
January 30, 2003

FORM 5

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) |
|---|---|--|

|   |                  |
|---|------------------|
| Dykstra, Paul B.<br>GES Exposition Services, Inc.<br>950 Grier Drive<br>Las Vegas, Nevada 89119 | Viad Corp<br>VVI |
|---|------------------|

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

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

President & CEO, GES  
Exposition Services

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) |
|---------------------------------|--------------------------------------|--------------------------------|---|---|---|
| Common Stock                    | 03-26-2002                           | A (a)                          | 7,500 A (a)   |   | D   |
| Common Stock                    | 03-26-2002                           | A (b)                          | 13,800 A (b)  |   | 56,769 D                                      |
| Common Stock                    |                                      |                                | 131.462 A (c)   |   | 4,815.344 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 | 3. Transaction Date | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) | 6. Date exercisable and Expiration Date | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Ownership Form: Direct (D) or Indirect (I) |
|--|---------------------------|---------------------|--------------------------------|---|---|---|---|
|--|---------------------------|---------------------|--------------------------------|---|---|---|---|

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|                     | Price of Derivative Security | (8)             | or Disposed of (Instr. 3, 4 and 5) | (Month/Day/Year) |        |       |     |            |              | Amount or Number of Shares |
|---------------------|------------------------------|-----------------|------------------------------------|------------------|--------|-------|-----|------------|--------------|----------------------------|
|                     |                              | (               | C                                  | Date             | Expi-  |       |     |            |              |                            |
|                     |                              | Month/Day/Year) | O                                  | Exer-            | ra-    |       |     |            |              |                            |
|                     |                              |                 | D                                  | cis-             | tion   |       |     |            |              |                            |
|                     |                              |                 | E                                  | able             | Date   | Title |     |            |              |                            |
|                     |                              |                 | V                                  | (A)              | (D)    |       |     |            |              |                            |
| Option-right to buy | \$27.315                     | 03-26-2002      | A                                  |                  | 27,400 |       |     | 03-26-2012 | Common Stock | 27,400                     |
|                     |                              |                 | (d)                                |                  |        | (d)   |     |            |              |                            |
| Performance Units   |                              | 02-21-2002      | J                                  |                  | 2,110  |       |     |            | Common Stock |                            |
|                     | (e)                          |                 |                                    |                  |        | (e)   | (e) |            |              | (e)                        |

Explanation of responses:

- a. Restricted stock awarded pursuant to 1997 Viad Corp Omnibus Incentive Plan.
- b. Performance-driven restricted stock awarded pursuant to 1997 Viad Corp Omnibus Incentive Plan.
- c. The information reported is as of December 31, 2002.
- d. Granted pursuant to 1997 Viad Corp Omnibus Incentive Plan, as amended 2-15-2001; 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. 50% of options are exercisable one year after grant and 100% exercisable two years after grant, except that exercisability is accelerated in certain circumstances.
- e. Settlement of Performance Units granted February 1999 pursuant to Viad Corp Performance Units Incentive Plan; units awarded with respect to performance period ending 12-31-2001 and payment of award based on achievement of financial measures and performance of common stock.

Signature of Reporting Person:

/s/Carol Kotek, Attorney-in-Fact

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Carol Kotek, Attorney-in-Fact