

Edgar Filing: FRACALOSSI KIMBRA A - Form 4

FRACALOSSI KIMBRA A
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) |
|---|---|--|

| | |
|---|------------------|
| Fracalossi, Kimbra A. Exhibitgroup/Giltspur Division 200 North Gary Avenue Roselle, Illinois 60172 | Viad Corp VVI |
|---|------------------|

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

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

Pres. & CEO, Exhibit group/Giltspur Div.

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 | 02-19-2003 | A (a) | 7,500 A (a) | | D |
| Common Stock | 02-19-2003 | A (b) | 15,000 A (b) | | 88,750 D |
| Common Stock | | | | | 2,413.03 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 | 3. Transaction Date | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed | 6. Date exercisable and Expiration Date (Month/ | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of |
|--|------------------------------------|---------------------|--------------------------------|---|---|---|-------------|
|--|------------------------------------|---------------------|--------------------------------|---|---|---|-------------|

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| Derivative Security | | of (D) (Instr. 3, 4 and 5) | | Day/Year) | | | | | |
|---------------------|---------|----------------------------|---|-----------|-------|------|-------|--------------|--------|
| (| Month/ | C | | Date | Expi- | | | Amount | |
| Day/ | Day/ | O | | Exer- | ra- | | | or | |
| Year | Year | D | | cis- | tion | | | Number | |
|) |) | E | V | (A) | (D) | able | Date | Title | Shares |
| Option-right to buy | \$20.51 | 02-19 | A | 27,400 | | | 02-19 | Common Stock | 27,400 |
| | | -2003 | | | | | -2013 | | |
| | | (c) | | | | (c) | | | |

Explanation of responses:

- a. Restricted stock awarded pursuant to 1997 Viad Corp Omnibus Incentive Plan.
- b. Performance-based restricted stock awarded pursuant to 1997 Viad Corp Omnibus Incentive Plan.
- c. 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.

Signature of Reporting Person:

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

Scott E. Sayre, Attorney-in-Fact