

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

|  |                  |
|--|------------------|
| Milne, Philip W.<br>Travelers Express Company, Inc.<br>1550 Utica Avenue South<br>St. Louis Park, MN 55416 | 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  
Travelers Express

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)                          | 9,100 A (a)   |   | D   |
| Common Stock                    | 02-19-2003                           | A (b)                          | 15,000 A (b)  | 118,026   | D   |
| Common Stock                    |                                      |                                | 72.902 A (c)  | 8,102.124   | 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)         | (   | C | V | (A)    | (D) | or Disposed of (D) (Instr. 3, 4 and 5) | (Month/Day/Year) | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|---------------------|------------------------------|------------|-----|---|---|--------|-----|--|------------------|------------------|-----------------|--------------|----------------------------|
|                     |                              |            |     |   |   |        |     |  |                  |                  |                 |              |                            |
| Option-right to buy | \$20.51                      | 02-19-2003 | A   |   |   | 45,700 |     |  |                  |                  | 02-19-2013      | Common Stock | 45,700                     |
|                     |                              |            | (d) |   |   |        |     |  | (d)              |                  |                 |              |                            |

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. The information reported is as of January 31, 2003.
- d. 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

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 Scott E. Sayre, Attorney-in-Fact