

Edgar Filing: PEARL SUZANNE - Form 4

PEARL SUZANNE  
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)
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Pearl, Suzanne Viad Corp Viad Tower, Station 0942 Phoenix, AZ 85077-0942	Viad Corp VVI
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6. Relationship of Reporting Person to Issuer (Check all applicable)

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

VP-Human Resources

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. Trans- action Date (Month/ Day/ Year)	3. Trans- action 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. Owner- Ship Form: Direct (D) or Indirect (I)
Common Stock	02-19-2003	A (a)	6,000 A (a)		D
Common Stock	02-19-2003	A (b)	8,400 A (b)		41,237 D
Common Stock				2,503.063	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. Con- version or Exercise Price of	3. Trans- action Date	4. Trans- action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed	6. Date exer- cisable and Expiration Date (Month/	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pr of De at Se
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Derivative Security		(	Month/Day/Year	C	O	D	E	V	(A)	(D)	of (D) (Instr. 3, 4 and 5)	Day/Year)		Amount or Number of Shares	
Option-right to buy	\$20.51	02-19-2003		A					18,400				02-19-2013	Common Stock	18,400
				(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

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 Scott E. Sayre, Attorney-in-Fact