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VIAD CORP  
Form 4  
April 01, 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 (I) |
|--|--|---------------------|--------------------------------|--|--|---|--|
|--|--|---------------------|--------------------------------|--|--|---|--|

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

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|                      | Year | D   | E | V | (A)    | (D) | cis-<br>able | tion<br>Date | Title        | of<br>Shares |
|----------------------|------|-----|---|---|--------|-----|--------------|--------------|--------------|--------------|
| Cash Only StockUnits |      | A   |   |   | 622.53 |     |              |              | Common Stock | 622.53       |
|                      | (a)  | (a) |   |   |        |     | (a)          | (a)          |              |              |

Explanation of responses:

- a. Stock units credited in accordance with the terms of the Viad Deferred Compensation Plan; each unit is equivalent to one share of common stock of Corporation; units will be settled in cash; transaction exempt pursuant to Rule 16b-3(d).

Signature of Reporting Person:

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

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Scott E. Sayre, Attorney-in-Fact