

VIAD CORP  
Form SC 13G  
February 14, 2007

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 1)\***

**VIAD CORP**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**92552R40 6**

(CUSIP Number)

**February 14, 2007**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on the following page(s))

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NAMES OF REPORTING PERSONS:

- 1** Viad Corp Employees Stock Ownership Plan & Trust  
36-1169950 005

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

- 2**  
(a) Not applicable  
(b) Not applicable

SEC USE ONLY:

**3**

CITIZENSHIP OR PLACE OF ORGANIZATION:

**4**

Arizona

SOLE VOTING POWER:

**5**

NUMBER OF 1,065,867

SHARED VOTING POWER:

**6**

SHARES BENEFICIALLY OWNED BY None

SOLE DISPOSITIVE POWER:

**7**

EACH REPORTING PERSON 1,065,867

SHARED DISPOSITIVE POWER:

**8**

WITH: None

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

**9**

1,065,867

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

Not applicable

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

5.011%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

Employee Benefit Plan (EP) and Trust

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Item 1. (a) Name of Issuer:

Item 1. (b) Address of Issuer's Principal Executive Offices:

Item 2. (a) Name of Person Filing:

Item 2. (b) Address of Principal Business Office or, if none, Residence:

Item 2. (c) Citizenship:

Item 2. (d) Title of Class of Securities:

Item 2. (e) CUSIP Number:

Item 3. The person filing is:

Item 4. Ownership

Item 5. Ownership of Five Percent or Less of a Class

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Item 7. Identification and classification of the subsidiary which acquired the security being reported on by the parent holding company

Item 8. Identification and Classification of Members of the Group

Item 9. Notice of Dissolution of Group

Item 10. Certification

SIGNATURE

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**Item 1. (a) Name of Issuer:**

Viad Corp

**Item 1. (b) Address of Issuer's Principal Executive Offices:**

1850 North Central Avenue, Suite 800

Phoenix, Arizona 85004-4545

**Item 2. (a) Name of Person Filing:**

Viad Corp Employees Stock Ownership Plan & Trust

**Item 2. (b) Address of Principal Business Office or, if none, Residence:**

1850 North Central Avenue, Suite 800

Phoenix, Arizona 85004-4545

**Item 2. (c) Citizenship:**

Not Applicable. Employee Benefit Plan and Trust.

**Item 2. (d) Title of Class of Securities:**

Common Stock, \$1.50 par value per share

**Item 2. (e) CUSIP Number:**

92552R40 6

**Item 3. The person filing is:**

(f)  An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F)

**Item 4. Ownership**

Information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1:

(a) Amount beneficially owned: 1,065,867

(b) Percent of class: 5.011%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 1,065,867

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the dispositive of: 1,065,867

(iv) Shared power to dispose or to direct the dispositive of: 0

**Item 5. Ownership of Five Percent or Less of a Class**

Not Applicable.

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**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not Applicable.

**Item 7. Identification and classification of the subsidiary which acquired the security being reported on by the parent holding company**

Not Applicable.

**Item 8. Identification and Classification of Members of the Group**

Not Applicable.

**Item 9. Notice of Dissolution of Group**

Not Applicable.

**Item 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**VIAD CORP EMPLOYEES STOCK  
OWNERSHIP PLAN AND TRUST**

Date: February 14, 2007

By: /s/ Scott E. Sayre  
Scott E. Sayre  
Trustee, Viad Corp Employees Stock  
Ownership Trust