

# FORM 4

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

OMB APPROVAL  
OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden  
hours per response... 0.5

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public  
Utility Holding Company Act of 1935 or Section 30(f) of the  
Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>INGERSOLL ELLEN M</b>  (Last) (First) (Middle)  <b>VIAD CORP, 1850 N. CENTRAL AVE.</b>  (Street)  <b>PHOENIX, AZ 85077-0815</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>VIAD CORP [ VVI ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>2/18/2004</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  ___ Director ___ 10% Owner ___ X ___ Officer (give title below) ___ Other (specify below) <b>Chief Financial Offi / cer</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  ___ X ___ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	2/18/2004		A (1)		10000.	A	\$0.00 (1)	46250.	D	
Common Stock	2/18/2004		A (2)		13000.	A	\$0.00 (2)	59250.	D	
Common Stock	2/19/2004		F (3)		1678.	D	\$0.00	57572.	D	
Common Stock	1/31/2004		J		331.296	A	\$0.00 (4)	344.883	I	401k Plan

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				
Option-right to buy	\$25.375	2/18/2004		A (5)		24000.	(5)	2/18/2014	Common Stock	24000.	\$0.00	24000.	D	

**Explanation of Responses:**

- (1) Restricted stock awarded pursuant to 1997 Viad Corp Omnibus Incentive Plan.
- (2) Performance-based restricted stock awarded pursuant to 1997 Viad Corp Omnibus Incentive Plan.
- (3) Of the 15,000 shares of performance-based stock that were awarded February 19, 2003 pursuant to the 1997 Viad Corp Omnibus Incentive Plan, all shares were earned, and one-third of the shares or 5,000 shares vested on 2-19-2004. Of the 5,000 vested shares, 1,678 were surrendered for payment of taxes.
- (4) The information reported is as of January 31, 2004.

- (5) Granted pursuant to 1997 Viad Corp Omnibus Incentive Plan, as amended 05-14-2002; 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 is exercisable three years after grant, except that exercisability is accelerated in certain circumstances.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
INGERSOLL ELLEN M VIAD CORP 1850 N. CENTRAL AVE. PHOENIX, AZ 85077-0815			Chief Financial Officer	

**Signatures**

**Scott E. Sayre, Attorney-in-Fact**

**2/23/2004**

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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