

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 Instructions 1(b).

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)  
4. Statement for Month/Year  
5. If Amendment, Date of Original (Month/Year)

Fracalossi, Kimbra A.  
Exhibitgroup/Giltspur Division  
200 North Gary Avenue  
Roselle, Illinois 60172

Viad Corp  
VVI

12-2002

6. Relationship of Reporting Person to Issuer (Check all applicable)

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

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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03-26-2002	A (a)	10,000 (a)		D	
Common Stock	03-26-2002	A (b)	18,300 (b)		D	
Common Stock			224.117 (c)	2,403.167	I	401(k) Plan

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 Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at end of Month (Instr. 4)	10. Ownership Form of Derivative Security (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Option-right to buy	\$27.315	03-26-2002	A (d)	36,600 (d)	03-26-2012	Common Stock	36,600	36,600	D	
Performance Units		02-21-2002	J (e)	4,760 (e)		Common Stock (e)			D	

Explanation of responses:

- a. Restricted stock awarded pursuant to 1997 Viad Corp Omnibus Incentive Plan.
- b. Performance-driven restricted stock awarded pursuant to 1997 Viad Corp Omnibus Incentive Plan.
- c. The information reported is as of December 31, 2002.
- d. Granted pursuant to 1997 Viad Corp Omnibus Incentive Plan, as amended 2-15-2001; 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. 50% of options are exercisable one year after grant and 100% exercisable two years after grant, except that exercisability is accelerated in certain circumstances.
- e. Settlement of Performance Units granted August 2001 pursuant to Viad Corp Performance Units Incentive Plan; units awarded with respect

to performance period ending 12-31-2001 and payment of award based on achievement of financial measures and performance of common stock.

Signature of Reporting Person:

*/s/Carol Kotek, Attorney-in-Fact*  
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*Carol Kotek, Attorney-in-Fact*