

VIAD CORP

FORM DEF 14A (Proxy Statement (definitive))

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THE DIAL CORP

**DIAL TOWER
PHOENIX, ARIZONA 85077-1424**

JOHN W. TEETS

Chairman and

Chief Executive Officer

April 1, 1996 Dear Stockholder:

Your 1996 Annual Meeting will be held on Tuesday, May 14, at 9:00 a.m., in the Ballroom of The Ritz-Carlton Phoenix, 2401 East Camelback Road, Phoenix, Arizona. As the meeting will begin promptly at 9:00 a.m., please plan to arrive earlier. The formal notice of the meeting follows on the next page.

No admission tickets or other credentials will be required for attendance at the meeting. You may use the hotel's free valet parking, and, for your convenience, arrangements have been made with the hotel to have the gratuity charged to the Corporation. If you use this valet service, please notify the valet that you are attending The Dial Corp stockholders' meeting.

Directors and officers will be present preceding and following the meeting to talk with stockholders. During the meeting there will be an opportunity for stockholder questions regarding the affairs of the Corporation and for discussion of the business to be considered at the meeting as explained in the notice and Proxy Statement which follow.

IT IS IMPORTANT THAT YOU VOTE, SIGN AND RETURN THE ENCLOSED PROXY AS SOON

AS POSSIBLE, WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING.

Sincerely,

/s/ JOHN W. TEETS

THE DIAL CORP

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

April 1, 1996

To the Holders of Common Stock of
The Dial Corp:

The Annual Meeting of Stockholders of The Dial Corp, a Delaware corporation, will be held in the Ballroom of The Ritz-Carlton Phoenix, 2401 East Camelback Road, Phoenix, Arizona 85016, on Tuesday, May 14, 1996, at 9:00 a.m., Mountain Standard Time, for the purpose of considering and voting upon:

1. Election of directors of the Corporation as set forth in the attached Proxy Statement; and
2. Ratification of the appointment of Deloitte & Touche LLP to audit the accounts of the Corporation for the year 1996; and
3. Any other matters which may properly come before the meeting and any adjournment or adjournments thereof.

Only stockholders of record of Common Stock at the close of business March 15, 1996, are entitled to receive notice of and to vote at the meeting. A list of the stockholders entitled to vote will be available for examination by any stockholder, for any purpose germane to the meeting, during the time of the meeting, and for ten days prior to the meeting at the principal executive offices of the Corporation, Dial Tower, 1850 North Central Avenue, Phoenix, Arizona.

The Annual Report for the year 1995, including financial statements, was mailed to stockholders under separate cover beginning March 28, 1996, or before.

To assure your representation at the meeting, please vote, sign and mail the enclosed proxy, which is being solicited on behalf of the Board of Directors, as soon as possible. If your registered address is in the United States, a return envelope which requires no postage if mailed in the United States is enclosed for that purpose.

FREDERICK G. EMERSON
Vice President and Secretary

PLEASE VOTE
YOUR VOTE IS IMPORTANT

**PROXY STATEMENT
OF**

**THE DIAL CORP
DIAL TOWER
PHOENIX, ARIZONA 85077-1424**

(First Mailed April 1, 1996)

GENERAL INFORMATION

This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors for the 1996 Annual Meeting of Stockholders of the Corporation. The cost of soliciting proxies will be borne by the Corporation. Solicitation will be made primarily through the use of the mails, but regular employees of the Corporation may solicit proxies personally, by telephone or telegram. The Corporation has retained Georgeson & Company Inc. to assist it in connection with the solicitation at an estimated fee of \$4,000 plus out-of-pocket expenses. The Corporation will reimburse banks, brokerage firms and other custodians, nominees and fiduciaries for reasonable expenses incurred by them in sending proxy materials to beneficial owners of shares. The enclosed proxy, if properly executed and returned, will be voted according to its specifications but may be revoked at any time before it is voted by giving notice in writing to the Secretary of the Corporation or by voting in person at the meeting. The election inspectors will treat abstentions or a withholding of authority as shares that are present and entitled to vote for purposes of determining the presence of a quorum but as unvoted for purposes of determining the approval of any matter submitted to the stockholders for a vote. If a broker indicates on the proxy that it does not have discretionary authority as to certain shares to vote on a particular matter, those shares will not be considered as present and entitled to vote with respect to that matter. If a stockholder is a participant in the Corporation's Stockholder Dividend Reinvestment Plan, the proxy represents the number of shares in the dividend reinvestment plan account, as well as shares registered in the participant's name. If a stockholder is a participant in an Employees' 401K Plan of the Corporation or one of its subsidiaries (401K Plan) and/or The Dial Corp Employees' Stock Ownership Plan Trust (ESOP), the proxy will serve as a voting instruction to the respective Trustee. In a 401K Plan or in the ESOP Plan, if no voting instructions are received, the Trustees will vote those shares in accordance with the majority of such shares voted in such Plans for which instructions were received or in the discretion of such Trustees as their fiduciary duty may require.

Only stockholders of record of Common Stock as of the close of business on the record date, March 15, 1996, will be eligible to vote at the meeting. The number of shares of Common Stock then

outstanding was 94,345,996 shares. Each outstanding share will be entitled to one vote. For those proposals for which no directions are given, the proxy will be voted "for" the election of the directors set forth herein and in accordance with the recommendations of the Board of Directors or the best judgment of the proxy holders on other proposals. To be elected, each director must receive the affirmative vote of the holders of a plurality of the shares voting. Approval of the other proposal requires the affirmative vote of a majority of the shares voting on such proposal.

BOARD OF DIRECTORS AND ITS COMMITTEES

The Board of Directors held eighteen meetings during 1995. It has established the following committees of certain of its members to deal with particular areas of responsibility:

1. The Executive Committee, which held twenty-seven meetings during 1995, exercises all the powers of the Board in the management of the business and affairs of the Corporation, except as limited by Delaware law, when the Board is not in session.
2. The Audit Committee, which met three times in 1995, recommends appointment of the Corporation's independent public accountants and reviews audit reports, accounting policies, financial statements, internal auditing reports, internal controls, audit fees, and certain officer expenses; all members of this Committee are nonemployee directors.
3. The Executive Compensation Committee which met six times in 1995, reviews, for recommendation to the Board, salaries and other compensation awards under various compensation plans, and approves salaries and compensation of executive officers and also approves grants under the Corporation's incentive stock plans (see the "Executive Compensation Committee Report" below); all members of this Committee are nonemployee directors.
4. The Nominating Committee, which met three times in 1995, is responsible for proposing a slate of directors for election by the stockholders at each annual meeting and proposing candidates to fill any vacancies on the Board; all members of this Committee are nonemployee directors. The Committee will consider candidates for Board membership proposed by stockholders who have complied with the procedures described under the caption below entitled "Submission of Stockholder Proposals and Other Information."

Directors who are not employees of the Corporation receive an annual retainer of \$32,900; they also receive a fee of \$2,400 for each Board of Directors meeting attended and for each Audit, Executive, Executive Compensation, and Nominating Committee meeting attended, except that a fee of \$2,750 per meeting is received for each committee meeting attended not in conjunction with a meeting of the Board. Each nonemployee member of the Executive Committee also receives an annual retainer of \$5,700.

Nonemployee directors may elect to participate in the Deferred Compensation Plan for Directors of the Corporation under which payment of part or all of their directors' fees and retainers is deferred. This Plan provides participants with the option to defer their compensation in the form of stock units related to the price of the Corporation's Common Stock, as well as the option to defer in the form of cash. Messrs. Gossage, Reichert and Young are active participants in this Plan. Such accumulated compensation plus interest thereon at the long-term medium-quality bond rate for cash accounts or dividend equivalents reinvested for stock units accounts, as the case may be, are payable to the director or to the director's estate or beneficiary, over such period as may be designated, upon termination as a director.

Pursuant to the Directors' Retirement Benefit Plan, nonemployee directors may receive retirement benefits for a period of ten years, such benefits ranging from 15% to 100% of the annual retainer at retirement, based on their years of service ranging from four to ten years; in the event of a change in control of the Corporation, the years of service are accelerated to ten. Pursuant to the 1992 Stock Incentive Plan, 5,800 nonqualified options to purchase Common Stock were issued to each nonemployee director in August of 1995, at \$24.5625, the average market price on the day of issue. The Corporation also provides such directors with accidental death and dismemberment insurance benefits of \$300,000 and, in addition, travel accident insurance benefits of \$250,000 when traveling on the Corporation's business.

In February 1995, the Board adopted a Director's Charitable Award Program which enables each director to contribute \$100,000 per year to one or more charitable organizations selected by the director over a period of ten years following the director's death. The program is funded through the purchase of life insurance on the life of the director, with the Corporation as beneficiary.

ELECTION OF DIRECTORS

The Board of Directors of the Corporation consists of 11 persons divided into three classes. At each annual meeting the term of one class of directors expires and persons are elected to that class for terms of three years.

The persons appointed in the enclosed proxy intend to vote at the Annual Meeting, and any adjournment or adjournments thereof, for the election of the nominees for directors whose names appear below, for the term indicated or until their respective successors have been elected and have qualified, or in the event of disqualification, refusal or inability of any of them to serve, for the election of such other persons as they believe will carry on the present policies of the Corporation. Each of the nominees has agreed to serve if elected.

DIRECTOR NOMINEES

The information regarding the director nominees has been furnished by such nominees and is set forth below:

Name -----	Principal Occupation, Other Directorships and Age -----	Year First Elected -----	Common Shares Owned -----
For Terms Expiring at the 1999 Annual Meeting			
Donald E. Guinn**+.....	Chairman Emeritus of Pacific Telesis Group, a telecommunications holding company. Also a director of Pacific Mutual Life Insurance Company and BankAmerica Corporation and its subsidiary, Bank of America, NT&SA. Age 63.	1986	1,000
Judith K. Hofer**+.....	President and Chief Executive Officer of Filene's, a retail department store division of The May Department Stores Company. Also a director of Key Bank of Oregon and Standard Insurance Company of America. Age 56.	1984	4,528
Jack F. Reichert**+.....	Chairman of the Board, Retired, and a director of Brunswick Corporation, a leader in marine power, pleasure boating and recreation products and services. Trustee, Carroll College; Executive in Residence, University of Wisconsin-Milwaukee. Age 65.	1984	1,000

DIRECTORS CONTINUING IN OFFICE

The information regarding the directors continuing in office has been furnished by such directors and is set forth below:

Name -----	Principal Occupation, Other Directorships and Age -----	Year First Elected -----	Common Shares Owned -----
Terms Expiring at the 1998 Annual Meeting			
Joe T. Ford-.....	Chairman and Chief Executive Officer and a director of ALLTEL Corporation, a telecommunications and information services company. Age 58.	1991	8,000
Jess Hay++.....	Chairman, Texas Foundation for Higher Education and Chairman of the Board of HCB Enterprises Inc., a private investment firm. Retired Chairman and Chief Executive Officer of Lomas Financial Corporation, and retired Chairman and Chief Executive Officer of Lomas Mortgage USA, Inc. Also a director of Exxon Corporation, SBC Communications, Inc., and Trinity Industries, Inc. Age 65.	1981	2,000
Linda Johnson Rice-....	President and Chief Operating Officer and a director of Johnson Publishing Company, Inc., publisher of Ebony and other magazines. Also a director of Bausch & Lomb Incorporated, Bank of America Illinois, and Kimberly-Clark Corp. Age 37.	1992	3,000
A. Thomas Young-.....	Formerly Executive Vice President of Lockheed Martin Corporation and prior thereto was President and Chief Operating Officer of Martin Marietta Corporation. Also a director of Cooper Industries, Inc., Potomac Electric Power Co., B. F. Goodrich, Science Applications International Corp., and Memotec Communications Inc. Age 57.	1991	2,000

Name -----	Principal Occupation, Other Directorships and Age -----	Year First Elected -----	Common Shares Owned -----
Terms Expiring at the 1997 Annual Meeting			
Thomas L. Gossage++-...	Chairman and Chief Executive Officer and a director of Hercules Incorporated, a worldwide producer of chemicals and related products. Also a director of Alliant Techsystems Inc. and Wilmington Trust Corporation. Age 61.	1993	2,000
Andrew S. Patti*.....	President and Chief Operating Officer of the Corporation and its Consumer Products Group. Age 55.	1995	252,359
Dennis C. Stanfill*+...	President of the Dennis Stanfill Company, a private investment and venture capital firm, and prior thereto was Senior Advisor, Credit Lyonnais, a global bank; Co-Chairman and Co-Chief Executive Officer of Metro-Goldwyn-Mayer Inc.; Chairman or President of AME, Inc., a video post production company; and President and a principal stockholder of Stanfill Bowen & Co., Inc., a private investment and venture capital firm. Age 68.	1981	7,000
John W. Teets*.....	Chairman and Chief Executive Officer of the Corporation. Also a director of The Finova Group Inc. Age 62.	1980	809,086

-- Member of Audit Committee

* Member of Executive Committee

+ Member of Executive Compensation Committee

++ Member of Nominating Committee

OWNERSHIP OF THE CORPORATION'S SECURITIES

The following table sets forth certain information at March 15, 1996, or such other date as indicated, regarding those persons known to the Corporation to be the beneficial owners of more than 5% of the Corporation's outstanding Common Stock and the beneficial ownership, as defined by the Securities and Exchange Commission (SEC), of such Common Stock by all directors and executive officers of the Corporation individually and as a group:

CERTAIN BENEFICIAL OWNERS

Name and Address -----	Amount of Beneficial Ownership -----	Percent of Class -----
Brinson Partners, Inc., Brinson Trust Company, Brinson Holdings, Inc., SBC Holding (USA), Inc. and Swiss Bank Corporation 209 S. LaSalle Chicago, Illinois 60604	4,990,768(1)	5.3%
First Interstate Bank of Arizona, N.A., Trustee of The Dial Corp Employee Equity Trust P. O. Box 53434 Phoenix, Arizona 85072-3434	5,670,818(2)	6.0%
Michael F. Price and Heine Securities Corporation 51 John F. Kennedy Parkway Short Hills, New Jersey 07078	8,262,500(3)	8.7%

(1) The ownership information set forth herein is based in its entirety on material contained in a Schedule 13G, dated February 9, 1996, filed with the SEC by Brinson Partners, Inc., Brinson Trust Company, Brinson Holdings, Inc., SBC Holding (USA), Inc. and Swiss Bank Corporation. With respect to the shares held, such stockholders, in the aggregate, have sole voting power and sole dispositive power for all shares owned.

(2) The ownership information set forth herein is as of January 23, 1996, and is based in its entirety on material provided by First Interstate Bank of Arizona, N.A., as Trustee for The Dial Corp Employee Equity Trust. First Interstate Bank of Arizona, N.A. has disclaimed beneficial ownership of the shares of stock in the Trust. Shares are periodically allocated and released from the Trust to satisfy benefit funding requirements under certain of the Corporation's compensation and benefit plans (Plans). The Trust's shares will be voted, under confidential voting procedures, in the same proportion as the voting instructions received from such Plans' participants with respect to the Corporation's Common Stock allocated to such participants' accounts. Unallocated shares held in the Trust are voted in the same proportions as the shares for which instructions have been received.

(3) The ownership information set forth herein is based in its entirety on material contained in a Schedule 13D, dated January 17, 1996, filed with the SEC by Michael F. Price and Heine Securities Corporation. With respect to the shares held, such stockholders have sole voting power and sole dispositive power for all shares owned.

DIRECTORS AND EXECUTIVE OFFICERS

Name	Amount of Beneficial Ownership 1	Percent of Class
William L. Anthony	69,008	*
Brent D. Bailey	22,778	*
Robert H. Bohannon	46,103	*
Frederick G. Emerson	88,213	*
Joe T. Ford	26,868	*
Thomas L. Gossage	10,200	*
John E. Greenwell	34,174	*
Donald E. Guinn	28,320	*
Jess Hay	29,320	*
Judith K. Hofer	24,390	*
L. Gene Lemon	410,755	*
Frederick J. Martin	168,437	*
Ronald G. Nelson	113,192	*
Peter J. Novak	85,165	*
Andrew S. Patti	408,573	*
Ray Reed	2,662	*
Jack F. Reichert	28,320	*
Linda Johnson Rice	22,000	*
Norton D. Rittmaster	158,628	*
Mark R. Shook	68,406	*
Dennis C. Stanfill	28,104	*
Richard C. Stephan	236,432	*
John W. Teets	1,943,612	2.1
A. Thomas Young	20,868	*
All Directors and Executive Officers as a Group (24 persons)	4,074,528	4.3

(1) Includes 2,341,300 shares of Common Stock with respect to which all the above directors and executive officers as a group have the right to acquire ownership within 60 calendar days through the exercise of stock options granted under the Corporation's stock option plans.

* Less than one percent.

The Corporation's management understands the importance of aligning the financial interests of its officer group with those of stockholders. Accordingly, the Corporation has established specific guidelines relating to the minimum amount of stock officers should own on a direct basis, meaning stock which is at risk in the market, not simply held under option.

The Corporation's guidelines call for each officer to own stock which has a value within a range of one and one-half to five times that individual's annual salary, depending on his or her level of compensation as discussed in the Executive Compensation Committee Report which follows. Most of these officers have reached their goals and the remainder are continuing to invest towards achieving their goals.

COMPENSATION OF EXECUTIVE OFFICERS

The following table sets forth compensation received for the years 1993-1995 by each of the Corporation's five most highly compensated executive officers in 1995:

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	ANNUAL COMPENSATION			LONG-TERM COMPENSATION				
		Salary(\$)	Bonus(\$)	Other Annual Compensation (\$)(1)	Awards		Payouts		All Other Compensation (\$)(3)
					Restricted Stock Awards (\$)(2)	Securities Underlying Options (#)	Long-Term Incentive Payouts(\$)		
John W. Teets(4) Chairman and CEO	1995	1,111,500	0	72,807	0	100,000	1,000,000	30,000	
	1994	1,199,000	1,144,000	51,061	3,468,052(5)	150,000	1,847,000	30,000	
	1993	1,150,333	1,173,300	717,412	0	187,200	1,714,900	30,000	
Andrew S. Patti(6) President and COO	1995	444,980	0	30,005	0	50,000	0	13,349	
	1994	388,633	287,000	33,487	693,094(5)	49,700	502,400	11,659	
	1993	367,653	281,300	141,392	0	39,600	619,300	11,049	
Robert H. Bohannon President and CEO of Travelers Express Company, Inc.	1995	233,840	187,800	41,540	0	14,000	322,500	4,789	
	1994	217,319	99,600	25,224	0	19,600	0	5,057	
	1993	170,602	22,400	0	0	15,000	0	0	
Frederick J. Martin President of Dobbs International Services, Inc.	1995	339,600	76,400	29,870	0	26,900	0	4,500	
	1994	309,200	215,700	21,687	420,097(5)	33,200	253,200	6,198	
	1993	288,000	188,100	78,403	0	24,600	312,100	6,866	
Norton D. Rittmaster(7) Chairman and CEO of GES Exposition Services, Inc.	1995	238,262	245,600	31,236	0	13,000	0	7,146	
	1994	222,882	275,000	23,209	343,585(5)	19,900	0	6,686	
	1993	209,021	235,000	70,590	0	17,800	0	6,278	

(1) Amounts shown represent financial counseling services, medical premiums, automobile usage, and other benefits paid during 1993-1995 with a gross-up of the taxes due on the lapse of restrictions on restricted stock representing substantially all of the 1993 amounts.

(2) Dividends are paid on restricted stock and performance based stock at the same rate as paid to all stockholders. On December 31, 1995, the following persons held the following amounts of restricted stock and/or performance based stock valued at then current market values: John W. Teets, 447,599 shares at \$13,260,121; Andrew S. Patti, 107,100 shares at \$3,172,838; Robert H. Bohannon, 18,100 shares at \$536,213; Frederick J. Martin, 67,725 shares at \$2,006,354; and Norton D. Rittmaster, 45,063 shares at \$1,334,992.

(3) Amounts represent matching contributions under the 401K Plan and the Supplemental 401K Plan.

(4) Employment agreement, expiring September 30, 1998, provides for an annual salary of \$1,000,000, effective July 1, 1995.

(5) Amount shown represents an award of restricted stock to provide a tax benefit to the Corporation while also providing an incentive to the named executive officers to delay receipt of previously granted restricted stock in a trust until retirement.

(6) Employment agreement, expiring May 31, 1997, provides for an annual salary of \$500,032.

(7) Employment agreement, as amended, which may be terminated at the end of each calendar year upon written notice, provides for an annual base salary of \$245,600 and an incentive award computed as a percentage of "Annual Profits" but not more than 100% of current annual base salary.

STOCK OPTION GRANTS

The following table sets forth information on stock option grants to each of the five most highly compensated executive officers of the Corporation for 1995. The amounts shown for each executive officer as potential realizable values are based on assumed annualized rates of stock price appreciation of 5% and 10% over the full ten-year term of the options, which would result in stock appreciation per share of \$15.45 and \$39.15, respectively. The amounts shown as potential realizable values for all stockholders represent the corresponding increases in the market value of the approximately 93.4 million outstanding shares of the Corporation's Common Stock held by all stockholders on August 16, 1995, and at the option exercise price shown in the table below, which would total approximately \$1.44 billion and \$3.66 billion, respectively. THESE POTENTIAL REALIZABLE VALUES ARE BASED SOLELY ON ASSUMED RATES OF APPRECIATION REQUIRED BY APPLICABLE SEC REGULATIONS. ACTUAL GAINS, IF ANY, ON OPTION EXERCISES AND COMMON STOCKHOLDINGS ARE DEPENDENT ON THE FUTURE PERFORMANCE OF THE CORPORATION'S COMMON STOCK AND OVERALL STOCK MARKET CONDITIONS. THERE CAN BE NO ASSURANCE THAT THE POTENTIAL REALIZABLE VALUES SHOWN IN THIS TABLE WILL BE ACHIEVED.

OPTION GRANTS IN LAST FISCAL YEAR

Name	Individual Grants				Potential Realizable Value at Assumed Annual Rates of Stock Price Appreciation for Option Term	
	Number of Securities Underlying Options Granted (#) (1)	% of Total Options Granted to Employees in Fiscal Year	Exercise Price (\$/Share)	Expiration Date	5% (\$)	10% (\$)
John W. Teets	100,000	7.54	24.5625	8/16/05	1,544,700	3,914,600
Andrew S. Patti	50,000	3.77	24.5625	8/16/05	772,350	1,957,300
Robert H. Bohannon	14,000	1.06	24.5625	8/16/05	216,258	548,044
Frederick J. Martin	26,900	2.03	24.5625	8/16/05	415,524	1,053,027
Norton D. Rittmaster	13,000	0.98	24.5625	8/16/05	200,811	508,898
ALL STOCKHOLDERS' STOCK PRICE APPRECIATION	N/A	N/A	N/A	N/A	1.44 BILLION	3.66 BILLION

(1) The exercise prices are the fair market values of the Corporation's Common Stock on the grant date. Fifty percent of options are exercisable one year after grant and the balance are exercisable two years after grant; and each option contains the right to surrender the option for cash, which right is exercisable only during certain tender offers. The exercise price may be paid by delivery of already owned shares, and tax withholding obligations related to exercise may be paid by offset of the underlying shares, subject to certain conditions.

AGGREGATED STOCK OPTION EXERCISES AND VALUES

The following table sets forth information on aggregated stock option exercises for 1995, number of unexercised options at 1995 year-end (exercisable/unexercisable), and 1995 year-end values (exercisable/unexercisable) for each of the five most highly compensated executive officers of the Corporation. THE AMOUNTS SET FORTH IN THE TWO COLUMNS RELATING TO UNEXERCISED OPTIONS, UNLIKE THE AMOUNTS SET FORTH IN THE COLUMN HEADED "VALUE REALIZED," HAVE NOT BEEN, AND MIGHT NEVER BE, REALIZED. THE UNDERLYING OPTIONS MIGHT NOT BE EXERCISED; AND ACTUAL GAINS ON EXERCISE, IF ANY, WILL DEPEND ON THE VALUE OF THE CORPORATION'S COMMON STOCK ON THE DATE OF EXERCISE. THERE CAN BE NO ASSURANCE THAT THESE VALUES WILL BE REALIZED.

AGGREGATED OPTION EXERCISES IN LAST FISCAL YEAR AND FY-END OPTION VALUES

Name -----	Shares Acquired on Exercise(#)	Value Realized(\$)	Number of Securities Underlying Unexercised Options at FY-End(#)		Value of Unexercised In-the-Money Options at FY-End(\$)	
			Exercisable/ Unexercisable	Exercisable/ Unexercisable	Exercisable/ Unexercisable(1)	Exercisable/ Unexercisable(1)
John W. Teets	81,512	1,051,301	1,170,644	175,000	16,246,634	1,003,125
Andrew S. Patti	38,698	323,495	156,214	74,850	1,833,006	417,756
Robert H. Bohannon	0	0	24,800	23,800	211,175	135,800
Frederick J. Martin	0	0	74,438	43,500	766,063	246,156
Norton D. Rittmaster	12,732	162,159	79,658	22,950	995,269	131,731

(1) The closing price of the Corporation's Common Stock on December 29, 1995 was \$29.625. The information shown reflects options accumulated over periods of up to nine years.

LONG-TERM INCENTIVE PLAN GRANTS AND ESTIMATED PAYOUTS

The following table sets forth information on Performance Unit Incentive Plan grants and Performance Based Stock grants for 1995 and the performance period until payout and, for the Performance Unit Incentive Plan, the estimated ranges of the payout under the Plan, for each of the five most highly compensated executive officers of the Corporation:

LONG-TERM INCENTIVE PLAN AWARDS IN LAST YEAR

Name	Number of Units	Performance Period Until Payout	Estimated Future Payouts Under Non-Stock Price Based Plans		
			Threshold (Number of Units)	Target (Number of Units)	Maximum (Number of Units)
John W. Teets	36,420(1)	3 years	9,105	36,420	72,840
	43,300(2)	3 years	N/A	N/A	N/A
Andrew S. Patti	11,940(1)	3 years	2,985	11,940	23,880
	16,000(2)	3 years	N/A	N/A	N/A
Robert H. Bohannon	5,040(1)	3 years	1,260	5,040	10,080
	5,500(2)	3 years	N/A	N/A	N/A
Frederick J. Martin	8,760(1)	3 years	2,190	8,760	17,520
	10,300(2)	3 years	N/A	N/A	N/A
Norton D. Rittmaster	5,000(2)	3 years	N/A	N/A	N/A

(1) Granted pursuant to the Performance Unit Incentive Plan, under which the assumed value of the units awarded is equal to \$25.1875 which was the price of the Corporation's Common Stock on the initial date of grant. The value of the units for any payment of an award is based on the average price of the stock during the month following the performance period. The closing price of the Corporation's Common Stock on December 29, 1995 was \$29.625. Payouts of awards are dependent upon achievement of return on equity and income targets which are established at the beginning of the performance period.

(2) Performance Based Stock granted under the 1992 Stock Incentive Plan is earned pro rata as total stockholder return performance targets are met or exceeded relative to the two stock indices set forth in the Performance Graph shown below.

EXECUTIVE SEVERANCE AND EMPLOYMENT AGREEMENTS

The Corporation has entered into an executive severance agreement with Mr. Teets and certain other executive officers providing that if their employment terminates for any reason (other than because of death, disability, or normal retirement) within 18 months after a change in control of the Corporation, then they shall receive severance compensation. The maximum amounts the agreements provide for consist of a lump sum payment of three times such executive officer's highest salary, incentive plan payments and fringe benefits and also provide a tax gross-up feature, so that such executive officers do not have to pay excise taxes imposed by the Internal Revenue Code on payments made pursuant to the agreement. Benefits paid are reduced by other severance benefits paid by the Corporation, but shall not be offset by any other amounts. Such executive officers will also be credited with years of service equal to the greater of the number needed to assure vesting under the retirement plans or the number of years' salary paid under the severance plan.

The Corporation has also entered into executive severance agreements with Messrs. Bohannon, Martin, Patti, Rittmaster, and certain other executive officers which provide benefits similar to those in the agreements described above, except that if employment terminates involuntarily or they leave for a good reason (as defined) they would receive three times their salary, incentive payments and fringe benefits, and if employment terminates because they leave voluntarily during the 30-day period following the first anniversary of the change in control, they would receive two times such compensation.

PENSION PLANS

The following table shows estimated annual retirement benefits payable to a covered participant who retires at age 65 or later, for the years of service and remuneration level indicated, under The Dial Companies Retirement Income Plan and the schedule of the Supplemental Pension Plan which prevents the loss of pension benefits otherwise payable except for the limitations of Section 415 of the Internal Revenue Code. The remuneration covered by the Retirement Plan is annual salary and annual bonus, as reported in the summary compensation table above. The final remuneration will be calculated on the basis of the average of participant's last five years of covered remuneration prior to retirement; however, in some cases the average of the participant's highest five years of annual bonus will be included in covered remuneration.

PENSION PLAN TABLE(1,2)

Remuneration	Years of Service(3)			
	15	20	25	30(4)
125,000	30,869	41,158	51,448	61,737
150,000	37,431	49,908	62,385	74,862
175,000	43,994	58,658	73,323	87,987
200,000	50,556	67,408	84,260	101,112
225,000	57,119	76,158	95,198	114,237
250,000	63,681	84,908	106,135	127,362
300,000	76,806	102,408	128,010	153,612
400,000	103,056	137,408	171,760	206,112
500,000	129,306	172,408	215,510	258,612
600,000	155,556	207,408	259,260	311,112
700,000	181,806	242,408	303,010	363,612
800,000	208,056	277,408	346,760	416,112
900,000	234,306	312,408	390,510	468,612
1,000,000	260,556	347,408	434,260	521,112
1,100,000	286,806	382,408	478,010	573,612
1,200,000	313,056	417,408	521,760	626,112
1,300,000	339,306	452,408	565,510	678,612
1,400,000	365,556	487,408	609,260	731,112
1,500,000	391,806	522,408	653,010	783,612
1,600,000	418,056	557,408	696,760	836,112
1,700,000	444,306	592,408	740,510	888,612
1,800,000	470,556	627,408	784,260	941,112
1,900,000	496,806	662,408	828,010	993,612
2,000,000	523,056	697,408	871,760	1,046,112
2,100,000	549,306	732,408	915,510	1,098,612
2,200,000	575,556	767,408	959,260	1,151,112
2,300,000	601,806	802,408	1,003,010	1,203,612
2,400,000	628,056	837,408	1,046,760	1,256,112
2,500,000	654,306	872,408	1,090,510	1,308,612
2,600,000	680,556	907,408	1,134,260	1,361,112
2,700,000	706,806	942,408	1,178,010	1,413,612

(1) The Internal Revenue Code (Code), and the Employee Retirement Income Security Act (ERISA), limit the annual benefits which may be paid from a tax-qualified retirement plan. As permitted by the Code and ERISA, the Corporation has a supplemental plan which authorizes the payment of benefits calculated under provisions of the retirement plan which may be above the limits permitted under the Code and ERISA for those executives entitled to participate in the supplemental plan.

(2) Benefits are computed on a single-life annuity basis. Such benefits reflect a reduction to recognize some of the Social Security benefits to be received by the employee. The amounts set forth are before any adjustment for joint and survivorship provisions, which would reduce, in some cases, the amounts shown in the table.

(3) The number of credited years of service for Messrs. Teets, Patti, Bohannon, Martin, and Rittmaster, are 24, 28, 2, 18, and 16, respectively. Messrs. Teets, Patti, Bohannon, Martin and Rittmaster's estimated retirement benefits are, respectively, \$1,295,000, \$458,000, \$76,700, \$132,000 and \$82,600. Due to the nature of Mr. Rittmaster's incentive plan, as defined in his employment agreement, annual bonus is not included in the calculation of his pension.

(4) The Corporation's Retirement Income Plan limits the years of service credited for purposes of calculating benefits to a maximum of 30 years. Its Supplemental Pension Plan contains similar limits and further provides that pension benefits set forth in this column will be payable to designated executive officers who have completed twenty or more years of service, and attained age 55, including Mr. Teets.

LEGAL PROCEEDINGS

Several stockholder derivative complaints were filed in the Delaware Court of Chancery in late December 1995 and early January 1996 against members of Dial's Board of Directors, and against Dial as a nominal defendant. A lawsuit also was filed in the United States District Court, District of Arizona, on December 21, 1995, against the same parties, against a former member of Dial's Board, and against certain officers of Dial. The complaints variously allege fraud, negligence, mismanagement, corporate waste, invasion of privacy, intentional infliction of emotional distress, breaches of fiduciary duty, and seek equitable relief and recovery from or on behalf of Dial for compensatory and other damages incurred by Dial or the Arizona case plaintiff as a result of alleged payment of excessive compensation, improper investments, or other improper activities. Dial and its counsel believe the claims are without merit. In addition, Dial and certain subsidiaries are plaintiffs or defendants to various other actions, proceedings and pending claims, including those matters discussed in more detail below. Certain of these pending legal actions are or purport to be stockholder or class actions. Some of the foregoing involve, or may involve, compensatory, punitive or other damages in material amounts. Litigation is subject to many uncertainties and it is possible that some of the legal actions, proceedings or claims referred to above could be decided against Dial. Although the amount of liability at December 31, 1995, with respect to these matters is not ascertainable, Dial believes that any resulting liability will not materially affect Dial's financial position or results of operations.

Dial also has been named defendant in multiple lawsuits filed by several hundred former railroad workers claiming asbestos-related health conditions. Dial has tolling agreements in place with approximately 3,400 other claimants. The claims relate to former subsidiaries and their production of railroad equipment. Due to their preliminary nature as well as potential insurance recoveries, the extent of the claims as they relate to Dial is not ascertainable at this time, however, Dial believes that any resulting liability will not materially affect its financial position or results of operations.

During 1995, a federal grand jury resumed an investigation, which began in early 1994 and was inactive for approximately one year, of Dial's airline catering subsidiary's billing practices at several airport flight kitchen locations. The subsidiary has cooperated fully in the investigation, has identified certain mistakes made in invoices to certain airline customers and has tendered reimbursements as appropriate. Dial believes that the subsidiary and its employees did not intend to improperly invoice the airlines, that such invoicing was at worst an uncorrected mutual error by both the subsidiary and the airlines, and that any resulting liability, after taking into consideration amounts already provided for, will not materially affect its financial position or results of operations.

Dial is subject to various environmental laws and regulations of the United States as well as of the states and other countries in whose jurisdictions Dial has or had operations and is subject to certain international agreements. As is the case with many companies, Dial faces exposure to actual or potential claims and lawsuits involving environmental matters. Although Dial is a party to certain environmental disputes, Dial believes that any liabilities resulting therefrom, after taking into consideration amounts already provided for, but exclusive of any potential insurance recoveries, will not have a material adverse effect on Dial's financial position or results of operations.

Notwithstanding anything to the contrary set forth in any of the Corporation's previous filings under the Securities Act of 1933, as amended, or the Securities and Exchange Act of 1934, as amended, that might incorporate future filings, including this Proxy Statement, in whole or in part, the following report and the Stockholder Return Performance Graph shall not be incorporated by reference into any such filings.

EXECUTIVE COMPENSATION COMMITTEE REPORT

This report was prepared by the Executive Compensation Committee of the Board of Directors. Under the Committee's direction, the Corporation has implemented an executive compensation strategy designed to enhance profitability and stockholder value. This strategy has served the stockholders of the Corporation for many years by motivating and rewarding executives for achieving the Corporation's goals.

EXECUTIVE COMPENSATION STRATEGY

The Corporation's primary executive compensation strategy is to closely align the financial interests of senior managers with those of the stockholders. Specific objectives of executive compensation are:

- To maximize stockholder value.
- To attract and retain highly effective executive talent.
- To motivate executives to achieve the Corporation's key business goals.
- To put a significant amount of pay at risk in keeping with the Corporation's pay-for-performance objective.
- To encourage ownership of the Corporation's common stock.

To support these objectives, a significant portion of executive compensation is tied to achieving specific business goals that favorably impact the Corporation's stock price.

MANAGING COMPENSATION

Each year the Committee conducts an in-depth review of the Corporation's executive compensation program. This review is based in part on a comprehensive study from a nationally recognized independent consulting firm. The consultant's report assesses the effectiveness of the compensation program in achieving the strategy and objectives established by the Committee. In addition, it provides a comparison relative to practices and costs typical among a group of companies in comparable industries among which the Corporation competes for executive talent. These comparator companies are included in the Standard & Poor's Composite-500 Stock Index and consist of the 16 consumer products or services companies used in the "Stockholder Return Performance Graph" shown below. The compensation program for the Corporation's executive officers for 1995 was focused on performance based criteria and was designed by reference to target compensation packages of executive officers at approximately the 75th percentile of the comparator companies but such level of compensation would be earned only if aggressive performance criteria are achieved.

The preceding Summary Compensation Table shows the overall levels of incentive compensation and the year-to-year variations which indicate the strong relationship between incentive compensation and performance.

COMPONENTS OF COMPENSATION

Total compensation for the Corporation's executive officers includes:

- Base salary
- Annual and long-term incentives
- Benefits
- Perquisites

A significant amount of compensation is tied to the attainment of corporate or subsidiary performance goals. For example, annual and long-term incentives at target comprise approximately 70% of the aggregate compensation package for the Chief Executive Officer and approximately 62% of other executive officers. The Committee believes this reinforces the pay-for-performance commitment and encourages executive officers to focus on adding value to the Corporation.

The Committee has directed management to take reasonable action necessary to maximize the tax deductibility of executive compensation under the provisions of Section 162(m) of the Internal Revenue Code.

BASE SALARY

Each year the Committee evaluates the named executive officers' salaries based on performance during the prior period and competitive surveys of the Corporation's comparator companies provided by the Corporation's compensation consultants. Performance factors considered for the named executive officers include various aspects of personal qualities, communication skills, management leadership skills, strategic orientation and commitment to competitive advantage, with both objective and subjective judgments being made in the annual performance appraisal process.

In Mr. Teets' case the Committee decided, in June of 1995, in view of the fact that Mr. Teets' 65th birthday would occur in approximately three years and his employment agreement required the Corporation to give three years' notice of termination, and in view of the fact that the Board of Directors determined that it was appropriate to consider a successor for Mr. Teets during this period, in consultation with Mr. Teets, to replace his prior agreement with a new agreement to address specifically Mr. Teets' role and duties in the remaining three years. In making its determination as to the terms and conditions of the proposed new agreement, the Committee considered the following:

The planned reduction of Mr. Teets' duties upon the election of Mr. Patti as President and Chief Operating Officer of the Corporation;

The intent to have Mr. Teets focus on longer-term development of the Corporation and on succession planning;

The maturing of results of the long-term goals achieved under the Corporation's long-term incentive plans;

The tax deductibility of executive compensation under the provisions of Section 162(m) of the Internal Revenue Code; and

General competitive practice for similar companies, particularly the Corporation's comparator companies and other considerations.

The provisions of his new agreement established an initial base annual salary, effective July 1, 1995, of \$1.0 million, based on the considerations mentioned above. In the case of the other named executive officers, their salaries were targeted at between the 50th and 75th percentile of the salaries of comparable executives at the Corporation's comparator companies, and for 1995 such officers received increases maintaining them, on average, at such percentiles of salaries at such companies.

ANNUAL INCENTIVES

Executives are eligible for an annual bonus based on achieving corporate and business unit performance targets established each year. Performance targets are set by the Committee at the beginning of the performance period. The awards reflect the extent to which targets for the following goals are approached or exceeded:

- Corporate level: Return on equity (weighted at 50%) and earnings per share from continuing operations (weighted at 50%).
- Operating company level: Return on equity (weighted at 50%) and net income (weighted at 50% but subject to up to 10% upward or downward adjustment depending on achievement of a cash flow measure).

Individual target bonuses range from 10% to 60% of the executive's base salary, depending on the level of responsibility. Actual awards at the corporate level range from 0% to 170% of target, depending on achievement of corporate goals. Actual awards at the operating company level range from 0% to a maximum of 178.5% of target, depending on achievement of operating company goals and discretionary adjustment based on individual performance.

For 1995, Mr. Teets did not receive an annual bonus. The Corporation did not achieve its 1995 financial goals, and although the Corporation had funds available for threshold annual bonuses under the provisions of the plan, in view of the Committee's pay-for-performance objective, the Committee's subjective evaluation of Mr. Teets' overall performance, and the fact that the Corporation did not achieve its return on equity and income targets, the Committee did not consider it appropriate to award Mr. Teets a bonus and no other corporate level executive officer received a bonus due to minimal performance of the Corporation. The bonuses for the other executive officers receiving bonuses on the operating company level were based on achieving at least minimum thresholds of return on equity, income and cash flow targets for their respective units, or in Mr. Rittmaster's case, his employment agreement.

LONG-TERM INCENTIVES

To accomplish the objectives of the executive compensation program and to discourage short-term actions inconsistent with longer-term improvement, the long-term incentive plans are designed to reward measurable performance and to build stock ownership among executive officers. Three long-term incentive vehicles (performance units, stock options, and performance stock) are utilized to achieve the Corporation's objectives.

THE PERFORMANCE UNIT INCENTIVE PLAN is intended to focus participants on the long-term interests of stockholders by tying incentive payments not only to the achievement of financial measures but also to common stock performance. At the corporate level, goals are based on earnings per share and return on equity. For the operating companies, the goals are generally based on growth in operating income or net income, and return on equity. The plan is offered to a limited group of key executives, including the executives whose compensation is detailed above.

Awards are paid if, at the end of a two-to-five-year performance period, specific financial targets are met. Targets are set by the Committee at the beginning of the performance period.

Performance unit grants are based on the Corporation's Common Stock price on the date of the grant and a multiple of salary determined by an independent consulting firm to reflect competitive practice of the comparator companies. Participant awards can be earned depending on the degree of achievement of two financial goals based on a matrix of 0% to 200% of the number of award units originally granted. Award payments depend on the stock price during the month following the performance period. The maximum amount of award units will be earned if the maximum earnings and return on equity targets for the performance period are met. Proportionately fewer units are earned for less than maximum results. If average annual income or return on equity are below the threshold levels, no units are earned.

After the end of the 1994-1995 performance period, Mr. Teets earned a long-term bonus of \$1,000,000 under this Plan. This long-term bonus for Mr. Teets and the long-term bonuses of the other executive officers were based on achieving the earnings per share or income and return on equity targets for a two or three-year performance period ending December 31, 1995.

THE STOCK INCENTIVE PLAN provides a long-term incentive for a broader group of key employees.

Stock options encourage and reward effective management that results in long-term financial success. Stock options may not be re-priced under the terms of the option plans. In 1995 stock options were granted for 10 years with an exercise price at fair market value on the date of grant. Half the number of options granted can be exercised after one year and the other half after two years. Stock option grants are a part of the named executive officers' total compensation package, and the amounts granted are based on multiples of salaries based on competitive practices of the Corporation's comparator companies.

Also in 1995, under the Stock Incentive Plan, the Committee awarded certain executive officers performance based stock for the purposes of focusing management's attention on value creation as measured by returns to stockholders; retaining the management team; and building stock ownership by executive officers in the Corporation's Common Stock. The stock awarded would be earned only if performance targets are met or exceeded, relative to the two indices shown on the performance graph below: the S&P 500 Index and the Corporation's consumer products comparable index.

In 1995, Mr. Teets received options to purchase 100,000 shares with an exercise price of \$24.5625 per share, and including the 1995 grant, at year end he held options to purchase 1,345,644 shares. In 1995 Mr. Teets also received a grant of performance based stock in the amount of 43,300 shares. He now beneficially owns 809,086 shares of the Corporation's Common Stock, including 144,900 shares of performance based stock which will not be earned by Mr. Teets unless the performance targets are met.

In determining the amounts of option grants and performance based stock awards, the Committee considered the amounts of options and restricted stock outstanding or previously granted to each named executive officer. It also considered information on competitive practice in the comparator group in determining the amount of option grants and performance based stock awards made in 1995.

Guidelines have been adopted encouraging officers and key executives to own a dollar amount equal to a multiple of their base pay of the Corporation's Common Stock which is at risk in the market and not simply held under option. These multiples range from one and one-half to five times base pay, depending on the level of compensation of individuals within the group.

CONCLUSION

The Committee believes that the 1995 grants of stock options and performance based stock, and short and long-term cash incentive plans have successfully focused the Corporation's senior management on building profitability and stockholder value. The grants are competitive with those offered at comparator companies. Through these programs, a significant portion of the Corporation's executive compensation is linked directly to individual and corporate performance and to stock price performance.

In 1995, as in previous years, the overwhelming majority of the Corporation's executive compensation was at risk. The Committee intends to continue to link executive compensation to corporate performance and stockholder return.

EXECUTIVE COMPENSATION COMMITTEE

Dennis C. Stanfill, Chairman
Judith K. Hofer
Jack F. Reichert

STOCKHOLDER RETURN PERFORMANCE GRAPH

Set forth below is a line graph comparing, for the five-year period ended December 31, 1995, the yearly percentage change in the cumulative total stockholder return on the Corporation's Common Stock against the cumulative total return of the Standard & Poor's Composite-500 Stock Index and an index consisting of the following consumer products companies: Anheuser-Busch Companies, Inc., CPC International, Inc., The Clorox Company, Colgate-Palmolive Company, General Mills, Inc., The Gillette Company, Marriott Corporation, Minnesota Mining and Manufacturing Company, PepsiCo., Inc., Premark International, Inc., The Procter & Gamble Company, Quaker Oats Company, Ralston Purina Company, Sara Lee Corporation, Unilever United States, Inc., and Whitman Corporation.

COMPARISON OF FIVE-YEAR CUMULATIVE TOTAL RETURN *

	1990	1991	1992	1993	1994	1995
DIAL	100.0	193.0	236.5	233.7	252.9	361.1
S&P 500	100.0	130.3	140.3	154.3	156.4	212.5
CONSUMER COMPARATORS	100.0	132.8	145.4	149.8	157.8	212.5

* Assumes that \$100 was invested on the last trading day of 1990 and that all dividends were reinvested.

SELECTION OF INDEPENDENT PUBLIC ACCOUNTANTS

The following resolution concerning the appointment of independent public accountants will be offered at the meeting:

RESOLVED, that the appointment of Deloitte & Touche LLP to audit the accounts of the Corporation and its subsidiaries for the fiscal year 1996 is hereby ratified and approved.

Deloitte & Touche LLP has audited the accounts of the Corporation and its subsidiaries for many years and has been appointed by the Board of Directors of the Corporation upon the recommendation of the Corporation's Audit Committee as the Corporation's independent public accountants for 1996. It is expected that a representative of Deloitte & Touche LLP will attend the meeting, respond to appropriate questions, and be afforded the opportunity to make a statement.

Members of the Audit Committee of the Board of Directors, none of whom are employees of the Corporation, are Joe T. Ford, Chairman, Thomas L. Gossage, Linda Johnson Rice, and A. Thomas Young. John W. Teets, Chairman and Chief Executive Officer, attends the committee meetings ex officio.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR THE APPROVAL OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP as the Corporation's independent public accountants for 1996.

SUBMISSION OF STOCKHOLDER PROPOSALS AND OTHER INFORMATION

From time to time stockholders present proposals which may be proper subjects for inclusion in the Proxy Statement and form of proxy for consideration at the Annual Meeting of Stockholders. To be considered, proposals must be submitted on a timely basis. Proposals for the 1997 Annual Meeting of Stockholders must be received by the Corporation no later than December 2, 1996. Any such proposals, as well as any questions related thereto, should be directed to the Secretary of the Corporation.

A copy of the Corporation's 1995 Annual Report on Form 10-K to the Securities and Exchange Commission may be obtained by stockholders upon written request to Shirley Holder, Dial Tower, Phoenix, Arizona 85077-1424.

In the event a stockholder wishes to propose a candidate for consideration by the Nominating Committee as a possible nominee for election as a director, or wishes to propose any other matter for consideration at the stockholder meeting, other than proposals covered by the first paragraph of this section, written notice of such stockholder's intent to make such nomination or request such other action

must be given to the Secretary of the Corporation, The Dial Corp, Dial Tower, Phoenix, Arizona 85077-2427 pursuant to certain procedures set out in the Corporation's Bylaws, a copy of which is available upon request from the Secretary of the Corporation. The chairman of the stockholder meeting may refuse to acknowledge the nomination of any person or the request for such other action not made in compliance with the foregoing procedure.

OTHER BUSINESS

The Board of Directors knows of no other matters to be brought before the meeting. If any other business should properly come before the meeting, the persons appointed in the enclosed proxy have discretionary authority to vote in accordance with their best judgment.

By Order of the Board of Directors

FREDERICK G. EMERSON
Vice President and Secretary

THE DIAL CORP

**NOTICE OF
ANNUAL MEETING
AND
PROXY STATEMENT**

ANNUAL MEETING OF STOCKHOLDERS
MAY 14, 1996

FACE OF GREEN, IVORY AND BLUE PROXY CARD

The Board of Directors recommends a vote FOR:

1. Election of directors whose terms expire in 1999:

FOR all nominees listed below WITHHOLD AUTHORITY to vote for all (except as marked to the contrary below) nominees listed below

INSTRUCTION: To withhold authority to vote for any individual nominee, strike a line through that nominee's name in the list below.

Donald E. Guinn

Judith K. Hofer

Jack F. Reichert

2. FOR AGAINST ABSTAIN Ratification of appointment of Deloitte & Touche LLP as independent public accountants for 1996

3. In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.

SIGNATURE(S) (Please mark, sign, date and return this card promptly.) DATE

Please sign exactly as name appears on your account. If shares are held by joint tenants, both should sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such. If a corporation, please sign in full corporate name by president or other authorized officer. If a partnership, please sign in partnership name by authorized person.

BACK OF GREEN, IVORY AND BLUE PROXY CARD

PROXY

THE DIAL CORP
DIAL TOWER, PHOENIX, ARIZONA 85077-1424
[ADDRESS IS ON GREEN AND IVORY CARDS ONLY]

The undersigned hereby appoints Jack F. Reichert, Dennis C. Stanfill and John W. Teets, and each of them, to have all the powers hereunder, including full power of substitution, as Proxies for the undersigned to vote at the Annual Meeting of Stockholders of The Dial Corp to be held on Tuesday, May 14, 1996 and at any adjournment or adjournments thereof, all shares of stock which the undersigned is entitled to vote, with all voting rights the undersigned would have if personally present.

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED STOCKHOLDER. IF NO DIRECTION IS GIVEN, THIS PROXY WILL BE VOTED FOR PROPOSALS 1 AND 2.

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

**PLEASE COMPLETE, SIGN, AND DATE ON THE REVERSE SIDE
AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE**

End of Filing

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