

VIAD CORP

FORM 5

(Annual Statement of Changes in Beneficial Ownership)

Filed 10/2/2002 For Period Ending 12/31/2001

Address	1850 NORTH CENTRAL AVE SUITE 800 PHOENIX, Arizona 85004-4545
Telephone	(602) 207-4000
CIK	0000884219
Industry	Business Services
Sector	Services
Fiscal Year	12/31

Generated by EDGAR Online Pro
<http://pro.edgar-online.com>



Contact EDGAR Online
Customer Service: 203-852-5666
Corporate Sales: 212-457-8200

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**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(h) of the Investment Company Act of 1940**

- Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

1. Name and Address of Reporting Person* Rock, Douglas L. <hr/> <i>(Last) (First) (Middle)</i>	2. Issuer Name and Ticker or Trading Symbol Viad Corp VVI <hr/>	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) 205-36-5571 <hr/>
Smith International, Inc. 16740 Hardy Street <hr/> <i>(Street)</i>	4. Statement for Month/Year 12-2001 <hr/>	5. If Amendment, Date of Original (Month/Year) 02-12-2002 <hr/>
Houston, TX 77032 <hr/> <i>(City) (State) (Zip)</i>	6. Relationship of Reporting Person(s) to Issuer (Check All Applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <i>(give title below)</i> <input type="checkbox"/> Other <i>(specify below)</i> Director <hr/>	7. Individual or Joint/Group Reporting (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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

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

1. Title of Security <i>(Instr. 3)</i>	2. Transaction Date <i>(Month/Day/Year)</i>	2A. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	3. Transaction Code <i>(Instr. 8)</i>	4. Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	5. Amount of Securities Beneficially Owned at the End of Issuer's Fiscal Year <i>(Instr. 3 and 4)</i>	6. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	7. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
---	--	--	--	---	--	--	---

(A)
or
Amount (D) Price

**Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security <i>(Instr. 3)</i>	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date <i>(Month/Day/Year)</i>	3A. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	4. Transaction Code <i>(Instr. 8)</i>	5. Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	
					(A)	(D)
Cash Only StockUnits	a	a		A	2,493.67	
Option-right to buy	\$25.20	02-15-01		A b	5,000	

Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned — Continued
(e.g., puts, calls, warrants, options, convertible securities)

6.	Date Exercisable and Expiration Date <i>(Month/Day/Year)</i>	7.	Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i>	8.	Price of Derivative Security <i>(Instr. 5)</i>	9.	Number of Derivative Securities Beneficially Owned at End of Year <i>(Instr. 4)</i>	10.	Ownership of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	11.	Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares							
	a	a	Common Stock	2,493.67		11,680.95		D			
	b	02-15-01	Common Stock	5,000		5,000		D			

Explanation of Responses:

a. Accrued between 01-01-2001 and 12-31-2001 at prices ranging from \$19.18 to \$26.40 pursuant to Deferred Compensation Plan for Directors of Viad Corp; units will be settled in cash; exempt pursuant to Rule 16b-3(d). On February 12, 2002 reporting person mistakenly filed Form 5 reporting units accruing between prices ranging from \$18.05 to \$26.40, instead of correct price range of \$19.18 to \$26.40. As of December 31, 2001, reporting person had accrued only 11,680.95 units.

b. 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 that exercisability is accelerated in certain circumstances.

Scott E. Sayre

10-02-02

**Signature of Reporting Person
Attorney-in-Fact

Date

** 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 provided is insufficient, see Instruction 6 for procedure.

**POWER OF ATTORNEY
(Directors of Corporation)**

The undersigned hereby appoints Scott E. Sayre and Carol Kotak (General Counsel and Assistant Secretary of Viad Corp, respectively), each individually, as the undersigned's true and lawful attorneys-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as a director of Viad Corp, Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is Viad Corp assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by Viad Corp, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this day of October 2, 2002.

Signature: /s/ Douglas Rock

Print Name: Douglas Rock

**Please return by FACSIMILE to 602-207-5602
and by U.S. Mail.**

End of Filing

Powered By **EDGAR**
Online

© 2005 | EDGAR Online, Inc.