Hannan Michael M Form 3 March 03, 2009

# FORM 3

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

**OMB APPROVAL** 

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INITIAL STATEMENT OF 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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting

Person \*

A Hannan Michael M

(Last)

(First)

(Middle)

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Statement

(Month/Day/Year)

02/24/2009

VIAD CORP [VVI]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

BREWSTER INC., 100 **GOPHER STREET** 

(Street)

(Check all applicable)

10% Owner Director \_X\_\_ Officer Other (give title below) (specify below)

President & CEO - Brewster

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person

Form filed by More than One

Reporting Person

4. Nature of Indirect Beneficial

BANFF, A0Â T1L 1J3

(City) (State)

1. Title of Security (Instr. 4)

(Zip)

Beneficially Owned

(Instr. 4)

2. Amount of Securities

Ownership

Table I - Non-Derivative Securities Beneficially Owned

Form: Direct (D) Ownership (Instr. 5)

or Indirect (I) (Instr. 5)

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial

Ownership

(Instr. 5)

Date Expiration Exercisable Date

Title

Amount or Number of Shares

Security: Derivative Security Direct (D) or Indirect

(I)

						(Instr. 5)		
Cash Only Performance-Based Stock Units	(1)	(1)	Common Stock	6,800	\$ <u>(1)</u>	D	Â	
Cash Only Stock Units	(2)	(2)	Common Stock	4,900	\$ (2)	D	Â	
Non-Qualified Stock Option (right to buy)	(3)	12/01/2015	Common Stock	10,000	\$ 24.895	D	Â	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Hannan Michael M BREWSTER INC.	Â	Â	President & CEO - Brewster	Â			
100 GOPHER STREET BANFF, A0 T1L 1J3	71	11	A Tresident & CLO Brewster	11			

## **Signatures**

By: Scott E. Sayre For: Michael
Hannan
03/03/2009

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
- This is an award of performance-based restricted stock units. If earned, the stock units will vest in 3 equal installments, one-third after 1 (1) year from the grant date, and the 2 remaining installments will vest in January of the second and third year, respectively, after the grant date, except that exercisability is accelerated in certain circumstances. The stock units will be settled in cash only.
- (2) This is an award of restricted stock units. This award will vest 3 years from the date of grant, except that exercisability is accelerated in certain circumstances. The stock units will be settled in cash only.
- (3) The 7-year option vests in 5 equal, annual installments of 20% of the number of shares granted beginning on the 1-year anniversary of the grant except that exercisability is accelerated in certain circumstances.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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