

Edgar Filing: FRACALOSSI KIMBRA A - Form 4

FRACALOSSI KIMBRA A
Form 4
February 21, 2003

FORM 4

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

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)
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Fracalossi, Kimbra A. Exhibitgroup/Giltspur Division 200 North Gary Avenue Roselle, Illinois 60172	Viad Corp VVI
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6. Relationship of Reporting Person to Issuer (Check all applicable)

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

Pres. & CEO, Exhibit group/Giltspur Div.

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)
Common Stock	02-19-2003	A (a)	7,500 A (a)		D
Common Stock	02-19-2003	A (b)	15,000 A (b)		88,750 D
Common Stock					2,413.03 I

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	3. Transaction Date	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed	6. Date exercisable and Expiration Date (Month/	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of
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Derivative Security	of (Instr. 3, 4 and 5)	(Day/Year)	(Month/Day/Year)	C O D E V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option-right to buy	\$20.51	02-19-2003	A		27,400	02-19-2013	Common Stock	27,400
			(c)			(c)		

Explanation of responses:

- a. Restricted stock awarded pursuant to 1997 Viad Corp Omnibus Incentive Plan.
- b. Performance-based restricted stock awarded pursuant to 1997 Viad Corp Omnibus Incentive Plan.
- c. Granted pursuant to 1997 Viad Corp Omnibus Incentive Plan, as amended 5-14-2002; 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 are exercisable three years after grant.

Signature of Reporting Person:

/s/Scott E. Sayre, Attorney-in-Fact

 Scott E. Sayre, Attorney-in-Fact