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HAY JESS T
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) |
|---|---|--|

| | |
|---|------------------|
| Hay, Jess P. O. Box 239 Dallas, TX 75221-0239 | Viad Corp VVI |
|---|------------------|

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

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

X

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) |
|---------------------------------|--------------------------------------|--------------------------------|---|---|---|
|---------------------------------|--------------------------------------|--------------------------------|---|---|---|

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 Underlying Security at the end of the reporting period (I) |
|--|--|---------------------|--------------------------------|--|--|---|--|
|--|--|---------------------|--------------------------------|--|--|---|--|

| | | | | | |
|------|--------|---|------------|-------|--------|
| (| Month/ | C | Date Exer- | Expi- | Amount |
| Day/ | Day/ | O | ra- | ra- | or |
| | | | | | Number |

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| | | Year) | D E | V | (A) | (D) | cis- able | tion Date | Title | of Shares |
|---------------------|---------|----------------|--------|---|-------|-----|--------------|----------------|--------------|--------------|
| Option-right to buy | \$20.51 | 02-19 -2003 | A | | 5,000 | | | 02-19 -2013 | Common Stock | 5,000 |
| | | | (a) | | | | (a) | | | |

Explanation of responses:

- a. 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, except that exercisability is accelerated in certain circumstances.

Signature of Reporting Person:

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

Scott E. Sayre, Attorney-in-Fact