

VIAD CORP
Form 4
February 17, 2005

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
PEARL SUZANNE

(Last) (First) (Middle)
VIAD CORP, 1850 N. CENTRAL AVE., STE 800
(Street)

PHOENIX, AZ 85004-4545

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VIAD CORP [VVI]

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP-Human Resources

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) | 2A. Deemed Execution Date, if any (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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|----------|---|-------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/15/2005 | | M | | 85 | A | \$ 23.6504 | 13,277 | D | |
| Common Stock | 02/15/2005 | | M | | 84 | A | \$ 23.3224 | 13,361 | D | |
| Common Stock | 02/15/2005 | | M | | 191 | A | \$ 24.05 | 13,552 | D | |
| Common Stock | 02/15/2005 | 02/17/2005 | J | V | 32.8554 | A | (1) | 862.6994 | I | 401(k) Plan |

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

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(9-02)

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 (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Option-right to buy | \$ 23.6504 | 02/15/2005 | | M/K | 500 (2) | 05/12/2000 05/10/2008 | Common Stock | 500 |
| Option-right to buy | \$ 23.3224 | 02/15/2005 | | M/K | 600 (3) | 02/18/2002 02/17/2010 | Common Stock | 600 |
| Option-right to buy | \$ 24.05 | 02/15/2005 | | M/K | 1,693 (4) | 02/16/2003 02/15/2011 | Common Stock | 1,693 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PEARL SUZANNE VIAD CORP 1850 N. CENTRAL AVE., STE 800 PHOENIX, AZ 85004-4545 | | | VP-Human Resources | |

Signatures

Scott E. Sayre,
Attorney-in-Fact

02/17/2005

**Signature of Reporting Person

Date

Explanation of Responses:

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

(1) The information reported is as of February 15, 2005.

(2) Delivered 415 shares in partial payment of exercise of 500 shares and, in addition, delivered \$580.77 in cash.

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- (3) Delivered 516 shares in partial payment of exercise of 600 shares and, in addition, delivered \$12.42 in cash.
- (4) Delivered 1502 shares in partial payment of exercise of 1,693 shares and, in addition, delivered \$19.96 in cash.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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