

Jastrem John F  
 Form 4  
 February 25, 2009

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
 Jastrem John F

(Last) (First) (Middle)

EXHIBITGROUP/GILTSPUR, 200  
 NORTH GARY AVENUE

(Street)

ROSELLE, IL 60172

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/23/2009

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)  
 President & CEO Ex/G Division

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                    | 02/23/2009                           |  | A <sup>(1)</sup>               | 9,700 A \$ 0 34,010   |   | D  |   |
| Common Stock                    | 02/23/2009                           |  | A <sup>(2)</sup>               | 13,700 A \$ 0 47,710  |   | D  |   |
| Common Stock                    | 02/23/2009                           |  | A <sup>(3)</sup>               | 24,422 A \$ 0 72,132  |   | D  |   |
| Common Stock                    | 02/23/2009                           |  | F <sup>(4)</sup>               | 2,694 (4) D \$ 15.355 69,438                                      |   | D  |   |
| Common Stock                    |                                      |  |                                |   | 202.66  | I  | by 401K Plan  |

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| Jastrem John F<br>EXHIBITGROUP/GILTSPUR<br>200 NORTH GARY AVENUE<br>ROSELLE, IL 60172 |               |           | President & CEO Ex/G Division |       |

## Signatures

By: Scott E. Sayre For: John F. Jastrem 02/25/2009

\_\_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) Restricted Stock granted pursuant to 2007 Viad Corp Omnibus Incentive Plan.
- (2) Performance-based restricted stock granted pursuant to 2007 Viad Corp Omnibus Incentive Plan.
- (3) Stock was granted pursuant to the 2007 Viad Corp Omnibus Incentive Plan for achievement of 2008 performance goals, with two-thirds of the grant being restricted stock vesting one-third on January 1, 2010 and the remainder on January 1, 2011.
- (4) Shares were surrendered for payment of taxes in connection with performance-based restricted stock granted February 25, 2008 and restricted stock granted February 23, 2009.

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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