

Edgar Filing: DYKSTRA PAUL B - Form 5

DYKSTRA PAUL B
Form 5
January 30, 2003

FORM 5

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)

Dykstra, Paul B.
GES Exposition Services, Inc.
950 Grier Drive
Las Vegas, Nevada 89119

Viad Corp
VVI

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

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

President & CEO, GES
Exposition Services

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 | 03-26-2002 | A (a) | 7,500 A (a) | | D |
| Common Stock | 03-26-2002 | A (b) | 13,800 A (b) | | 56,769 D |
| Common Stock | | | 131.462 A (c) | | 4,815.344 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 | 3. Transaction Date | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) | 6. Date exercisable and Expiration Date | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Ownership Form: Direct (D) or Indirect (I) |
|--|---------------------------|---------------------|--------------------------------|---|---|---|---|
|--|---------------------------|---------------------|--------------------------------|---|---|---|---|

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| | Price of Deriv- ative Security | 8) | or Disposed of (D) (Instr. 3, 4 and 5) | (Month/ Day/Year) | | | | Amount or Number of Shares | |
|---------------------|---|------------------|---|----------------------|-------|-------------------------------|------------------------------|--|--------|
| | (Month/ Day/ Year) | C O D E | V | (A) | (D) | Date Exer- cis- able | Expi- ra- tion Date | Title | |
| Option-right to buy | \$27.315 | 03-26 -2002 | A | 27,400 | | | 03-26 -2012 | Common Stock | 27,400 |
| | | | (d) | | | (d) | | | |
| Performance Units | | 02-21 -2002 | J | | 2,110 | | | Common Stock | |
| | (e) | | | | | (e) | (e) | | (e) |

Explanation of responses:

- a. Restricted stock awarded pursuant to 1997 Viad Corp Omnibus Incentive Plan.
- b. Performance-driven restricted stock awarded pursuant to 1997 Viad Corp Omnibus Incentive Plan.
- c. The information reported is as of December 31, 2002.
- d. Granted pursuant to 1997 Viad Corp Omnibus Incentive Plan, as amended 2-15-2001; 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. 50% of options are exercisable one year after grant and 100% exercisable two years after grant, except that exercisability is accelerated in certain circumstances.
- e. Settlement of Performance Units granted February 1999 pursuant to Viad Corp Performance Units Incentive Plan; units awarded with respect to performance period ending 12-31-2001 and payment of award based on achievement of financial measures and performance of common stock.

Signature of Reporting Person:

/s/Carol Kotek, Attorney-in-Fact

Carol Kotek, Attorney-in-Fact