Hannan Michael M Form 3 March 03, 2009

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, response... 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 *

A Hannan Michael M

(Last)

(First)

(Street)

(Middle)

Statement

(Month/Day/Year)

02/24/2009

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

VIAD CORP [VVI]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

Director

_X__ Officer

10% Owner Other

Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting President & CEO - Brewster

Person

Form filed by More than One

6. Individual or Joint/Group

Reporting Person

4. Nature of Indirect Beneficial

BANFF, A0Â T1L 1J3

BREWSTER INC., 100

GOPHER STREET

(City) (State)

1. Title of Security

(Instr. 4)

(Zip)

2. Amount of Securities

Beneficially Owned (Instr. 4)

Ownership

Table I - Non-Derivative Securities Beneficially Owned

Form: Direct (D) or Indirect

(I) (Instr. 5) Ownership (Instr. 5)

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of

Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial

Ownership

(Instr. 5)

Date Expiration Exercisable Date

Title Amount or Number of

Shares

Derivative Security

Direct (D) or Indirect

(I)

5.

						(Instr. 5)	
Cash Only Performance-Based Stock Units	(1)	(1)	Common Stock	6,800	\$ <u>(1)</u>	D	Â
Cash Only Stock Units	(2)	(2)	Common Stock	4,900	\$ (2)	D	Â
Non-Qualified Stock Option (right to buy)	(3)	12/01/2015	Common Stock	10,000	\$ 24.895	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 8	Director	10% Owner	Officer	Other		
Hannan Michael M BREWSTER INC. 100 GOPHER STREET	Â	Â	President & CEO - Brewster	Â		
BANFF, A0 T1L 1J3						

Signatures

By: Scott E. Sayre For: Michael
Hannan
03/03/2009

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- This is an award of performance-based restricted stock units. If earned, the stock units will vest in 3 equal installments, one-third after 1 (1) year from the grant date, and the 2 remaining installments will vest in January of the second and third year, respectively, after the grant date, except that exercisability is accelerated in certain circumstances. The stock units will be settled in cash only.
- (2) This is an award of restricted stock units. This award will vest 3 years from the date of grant, except that exercisability is accelerated in certain circumstances. The stock units will be settled in cash only.
- (3) The 7-year option vests in 5 equal, annual installments of 20% of the number of shares granted beginning on the 1-year anniversary of the grant except that exercisability is accelerated in certain circumstances.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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