

VIAD CORP  
Form 4  
February 13, 2013

**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 \*  
INGERSOLL ELLEN M

(Last) (First) (Middle)  
1850 N. CENTRAL AVE., SUITE 1900  
(Street)

PHOENIX, AZ 85004-4565

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
02/11/2013

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)  
Chief Financial Officer

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	02/11/2013		M	2,437 A \$ 19.574	36,637	D	
Common Stock	02/11/2013		M	5,062 A \$ 19.574	41,699	D	
Common Stock	02/11/2013		G V	7,499 D \$ 0	34,200	D	
Common Stock	02/11/2013		F	5,976 D \$ 26.87	49,928	I	by Family Trust
Common Stock	02/11/2013		G V	7,499 A \$ 0	57,427	I	by Family Trust

Common Stock 3,473.3701 I by 401K Plan

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

**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.**

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**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
						Date Exercisable	Expiration Date		
				Code	V (A) (D)				
Incentive Stock Option (right to buy) <sup>(1)</sup>	\$ 19.574	02/11/2013		M	2,437	<u>(2)</u>	02/19/2013	Common Stock	2,437
Non-Qualified Stock Option (right to buy) <sup>(1)</sup>	\$ 19.574	02/11/2013		M	5,062	<u>(2)</u>	02/19/2013	Common Stock	5,062

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

INGERSOLL ELLEN M  
1850 N. CENTRAL AVE., SUITE 1900  
PHOENIX, AZ 85004-4565

Chief Financial Officer

## Signatures

By: Deborah J. DePaoli For: Ellen M. Ingersoll

02/13/2013

          \*\*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) Granted pursuant to the 1997 Viad Corp Omnibus Incentive Plan.

(2) This option is fully vested and exercisable.

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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