

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