

VIAD CORP
Form 4
March 02, 2006

FORM 4

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

OMB APPROVAL

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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 *
PEARL SUZANNE

(Last) (First) (Middle)
VIAD CORP, 1850 N. CENTRAL AVE., STE 800
(Street)

PHOENIX, AZ 85004-4545

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2006

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)
VP-Human Resources / Viad Corp

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 | 02/28/2006 | | F | | 155 ⁽¹⁾ | D | \$ 31.76 |
| Common Stock | 02/28/2006 | | G | | 342 | D | \$ 0 |
| Common Stock | 03/01/2006 | | F | | 447 ⁽²⁾ | D | \$ 32.18 |
| Common Stock | 03/01/2006 | | G | | 987 | D | \$ 0 |
| Common Stock | 02/28/2006 | | J | V | 62.7373 | A | \$ 0 |
| | | | | | | | 1,155.2066 ⁽³⁾ |
| | | | | | | I | 401(k) Plan |

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| | | | | | | | | |
|--------------|------------|---|-----|---|------|-------|---|--------------|
| Common Stock | 02/28/2006 | G | 342 | A | \$ 0 | 2,217 | I | Family Trust |
| Common Stock | 03/01/2006 | G | 987 | A | \$ 0 | 3,204 | I | Family Trust |

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-----------|
| | Director | 10% Owner | Officer | Other |
| PEARL SUZANNE VIAD CORP 1850 N. CENTRAL AVE., STE 800 PHOENIX, AZ 85004-4545 | | | VP-Human Resources | Viad Corp |

Signatures

Scott E. Sayre, Attorney-in-Fact
Date: 03/02/2006

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) Shares were surrendered for payment of taxes in connection with vesting of performance driven restricted stock granted March 1, 2001.

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- (2) Shares were surrendered for payment of taxes in connection with vesting of performance-based restricted stock granted February 22, 2005.
- (3) The information is current as of this filing date.

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