

VIAD CORP
Form 4
May 13, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Rabbitt Kevin M

(Last) (First) (Middle)
GES EXPOSITION SERVICES,
INC., 950 GRIER DRIVE
(Street)

LAS VEGAS, NV 89119

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/09/2008

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)
President & CEO - GES Exp Svs

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 | 05/09/2008 | | M | | 750 | A | \$ 19.4212 | 34,977 | D | |
| Common Stock | 05/09/2008 | | F | | 463 | D | \$ 31.45 | 34,514 | D | |
| Common Stock | 05/09/2008 | | M | | 1,500 | A | \$ 19.574 | 36,014 | D | |
| Common Stock | 05/09/2008 | | F | | 933 | D | \$ 31.45 | 35,081 | D | |
| Common Stock | 05/09/2008 | | M | | 1,320 | A | \$ 24.2168 | 36,401 | D | |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|-----------|---|--------------|
| Common Stock | 05/09/2008 | F | 1,016 | D | \$ 31.45 | 35,385 | D | |
| Common Stock | | | | | | 1,141.654 | I | by 401K Plan |

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Incentive Stock Option (right to buy) | \$ 19.4212 | 05/09/2008 | | M | 750 | <u>(1)</u> 10/01/2012 | Common Stock | 750 |
| Incentive Stock Option (right to buy) | \$ 19.574 | 05/09/2008 | | M | 1,500 | <u>(1)</u> 02/19/2013 | Common Stock | 1,500 |
| Incentive Stock Option (right to buy) | \$ 24.2168 | 05/09/2008 | | M | 1,320 | <u>(2)</u> 02/18/2011 | Common Stock | 1,320 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

Rabbitt Kevin M
GES EXPOSITION SERVICES, INC.
950 GRIER DRIVE
LAS VEGAS, NV 89119

President & CEO - GES Exp Svs

Signatures

By: Scott E. Sayre For: Kevin
Rabbitt

05/13/2008

__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) This option is fully vested and exercisable.

(2) 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.

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