VIAD CORP Form 4 March 02, 2006

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DYKSTRA PAUL B			2. Issuer Name and Ticker or Trading Symbol VIAD CORP [VVI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)			
VIAD CORP, 1850 NORTH CENTRAL AVENUE, SUITE 800			(Month/Day/Year) 02/28/2006	_X_ Director 10% OwnerX_ Officer (give title Other (specify below) Chief Operating Officer / Viad Corp			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
PHOENIX, A	Z 85004-45	545	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative Se	curiti	es Acquir	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	02/28/2006		F	374 <u>(1)</u>	D	\$ 31.76	61,185	D	
Common Stock	03/01/2006		D	4,050 (2)	D	\$ 0	57,135	D	
Common Stock	03/01/2006		F	421 (3)	D	\$ 32.18	56,714	D	
Common Stock	02/28/2006		J V	107.6167	A	\$ 0	1,764.6216 (4)	I	401k Plan

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

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SEC 1474 (9-02)

Viad

Corp

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. Transact Code (Instr. 8)	5. onNumber of Derivativ Securities Acquired		ate	Amou Under Secur	le and ant of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo
	·				(A) or Disposed of (D) (Instr. 3, 4, and 5)						Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Maine / Address	

Director 10% Owner Officer Other

DYKSTRA PAUL B VIAD CORP 1850 NORTH CENTRAL AVENUE, SUITE 800 PHOENIX, AZ 85004-4545

X **Chief Operating Officer**

Signatures

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

**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).
- Shares were surrendered for payment of taxes in connection with vesting of performance driven restricted stock granted March 1, 2001.
- Shares of performance-based restricted stock were forfeited based on achievement of performance goals at less than target levels.
- Shares were surrendered for payment of taxes in connection with vesting of performance-based restricted stock granted February 22, (3)2005.
- (4) The information is current as of this filing date.

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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