

DIAL CORP /NEW/  
Form 4  
December 16, 2002

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

**FORM 4**

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

**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**

Check this box if no longer  
subject to Section 16.  
Form 4 or Form 5  
obligations may continue.  
*See Instruction 1(b).*

<p><b>1. Name and Address of Reporting Person*</b></p> <p>Conrad, Conrad A.</p> <hr/> <p><i>(Last) (First) (Middle)</i></p> <p>15501 North Dial Boulevard Suite 2212</p> <hr/> <p><i>(Street)</i></p>	<p><b>2. Issuer Name and Ticker or Trading Symbol</b></p> <p>The Dial Corporation (DL)</p> <hr/>	<p><b>3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)</b></p> <hr/>
<p>Scottsdale, AZ 85260-1619 United States</p> <hr/> <p><i>(City) (State) (Zip)</i></p>	<p><b>4. Statement for Month/Day/Year</b></p> <p>12/12/2002</p> <hr/>	<p><b>5. If Amendment, Date of Original (Month/Day/Year)</b></p> <hr/>
	<p><b>6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)</b></p> <p><input type="checkbox"/> Director    <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <i>(give title below)</i></p> <p><input type="checkbox"/> Other <i>(specify below)</i></p> <p>Executive Vice President &amp; Chief Financial Officer</p>	<p><b>7. Individual or Joint/Group Filing (Check Applicable Line)</b></p> <p><input checked="" type="checkbox"/> Form Filed by One Reporting Person</p> <p><input type="checkbox"/> Form Filed by More than One Reporting Person</p>

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

\* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

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**Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned Continued**  
(e.g., puts, calls, warrants, options, convertible securities)

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 Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
(1)	08/31/2003	The Dial Corporation Common Stock	50,000.00	D	
(2)	01/25/2011	The Dial Corporation Common Stock	90,000.00	D	
(3)		The Dial Corporation Common Stock	53.91	4,854.86	D
(4)		The Dial Corporation Common Stock	215.65	19,419.45	D

**Explanation of Responses:**

1. Granted pursuant to the 1996 Stock Incentive Plan. The options shall vest on August 31, 2001. Each option contains a Change in Control Cash-Out whereby, in the event of a change in control, the participant may elect to surrender all or part of the stock option to the Corporation and to receive cash in an amount equal to the amount by which the Change in Control Price per share of stock shall exceed the exercisable price per share of stock under the stock option multiplied by the number of shares of stock granted under the stock option.

2. Granted pursuant to the 1996 Stock Incentive Plan. 1/3 of the options vest on the first anniversary of the grant date; 1/3 vest after the second anniversary of the grant date; and the final 1/3 vest after the third anniversary of the grant date. All options vest in the event of a change in control. Each option contains a Change in Control Cash-Out whereby, in the event of a change in control, the participant may elect to surrender all or part of the stock option to the Corporation and to receive cash in an amount equal to the amount by which the Change in Control Price per

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share of stock shall exceed the exercisable price per share of stock under the stock option multiplied by the number of shares of stock granted under the stock option.

3. Between November 28 and December 12, 2002, the reporting person acquired 53.91 discount phantom stock units at a price of \$20.60 as a result of the salary deferral paid under the Corporation's Management Deferred Compensation Plan, but which vest at the end of the second plan year following the plan year in which such units were acquired.

4. Between November 28 and December 12, 2002, the reporting person acquired 215.65 phantom stock units at a price of \$20.60 as a result of the salary deferral paid under the Corporation's Management Compensation Plan.

/s/Dianne Stoehr

12/16/02

\_\_\_\_\_  
\*\*Signature of Reporting  
Person  
Attorney-In-Fact

\_\_\_\_\_  
Date

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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