

DIAL CORP /NEW/
Form 4
January 27, 2003

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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).

1. Name and Address of Reporting Person* Hanke, Jr., Arthur E. <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> <i>(Last) (First) (Middle)</i> 15501 North Dial Boulevard Suite 2212 <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> <i>(Street)</i>	2. Issuer Name and Ticker or Trading Symbol The Dial Corporation (DL) <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/>	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/>
Scottsdale, AZ 85260-1619 <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> <i>(City) (State) (Zip)</i>	4. Statement for Month/Day/Year 1/23/2003 <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/>	5. If Amendment, Date of Original (Month/Day/Year) <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/>
6. Relationship of Reporting Person(s) to Issuer (Check All Applicable) <div style="display: flex; justify-content: space-between;"> <div> <input type="radio"/> Director <input checked="" type="radio"/> 10% Owner </div> <div> <input checked="" type="radio"/> Officer <i>(give title below)</i> </div> <div> <input type="radio"/> Other <i>(specify below)</i> </div> </div> <div style="margin-top: 10px;"> Senior Vice President - Sales <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> </div>		7. Individual or Joint/Group Filing (Check Applicable Line) <div style="display: flex; justify-content: space-between;"> <div> <input checked="" type="radio"/> Form Filed by One Reporting Person </div> <div> <input type="radio"/> Form Filed by More than One Reporting Person </div> </div>

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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).

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)
The Dial Corporation Common Stock				(A) or (D)	Price		
			Code V	Amount			
The Dial Corporation Common Stock					18,136.00	D	
The Dial Corporation Common Stock (401(K) Stock Holdings)	1/17/2003		I V	13.36 A	7,030.70 (1)	I	401(K) Savings Plan
The Dial Corporation Common Stock (401(K) Stock Holdings)					364.00	I	Broker 401(K) Savings Plan

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)
				Code V	(A) (D)
Options-Right to Buy	14.8438				
Options-Right to Buy	11.1531				
Options-Right to Buy	11.9108				
Options-Right to Buy	12.8750				
Options-Right to Buy	21.8125				
Options-Right to Buy	28.7188				
Options-Right to Buy	26.5938				
Options-Right to Buy	29.7188				
Options-Right to Buy	13.4688				
Phantom Stock Units	1-for-1			J V	96.14
Phantom Stock Units	1-for-1			J V	96.14
Phantom Stock Units	1-for-1	1/23/2003		A	2.26

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 <i>(Month/Day/Year)</i>	7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i>	8. Price of Derivative Security <i>(Instr. 5)</i>	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 4)</i>	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
(2)	03/01/2010	The Dial Corporation Common Stock	84,500.00	D	
(3)	08/17/2004	The Dial Corporation Common Stock	1,307.00	D	
(4)	08/16/2005	The Dial Corporation Common Stock	9,012.00	D	
(5)	09/24/2006	The Dial Corporation Common Stock	44,220.00	D	
(5)	9/30/2008	The Dial Corporation Common Stock	7,500.00	D	
(5)	12/31/2008	The Dial Corporation Common Stock	2,500.00	D	
(5)	1/22/2009	The Dial Corporation Common Stock	20,000.00	D	
(6)	08/04/2009	The Dial Corporation Common Stock	65,000.00	D	
(2)	01/25/2011	The Dial Corporation Common Stock	70,000.00	D	

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(7)	The Dial Corporation Common Stock	96.14	0.00	D
(7)	The Dial Corporation Common Stock	96.14		D
(8)	The Dial Corporation Common Stock	2.26	1,123.82	D

Explanation of Responses:

- Between October 1, 2002 and January 17, 2003, the reporting person acquired 13.36 shares of The Dial Corporation Common Stock under The Dial Corporation 401(K) Savings Plan.
- 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 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.
- Granted pursuant to the 1996 Stock Incentive Plan. Each ten-year option is issued in tandem with an equal amount of Limited Stock Appreciation Rights (which are exercisable only during certain tender offers). The Corporation may permit a participant exercising an option to surrender stock to which participant is entitled as a result of such exercise to satisfy a tax withholding requirement. 50% of the options are exercisable one year after grant and 100% exercisable two years after grant.
- Granted pursuant to the 1996 Stock Incentive Plan. The Corporation may permit a participant exercising an option to surrender stock to which participant is entitled as a result of such exercise to satisfy a tax withholding requirement. 50% of the options are exercisable one year after grant and 100% exercisable two years after grant.
- Granted pursuant to the 1996 Stock Incentive Plan. Options vest 1/3 after the stock price increases 33% over the grant price, 1/3 after the stock price increases 66 2/3%, and the final 1/3 after the stock price doubles with no vesting in less than 12 months. All options vest in the event of a change in control or 5 years from the date of grant. 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.
- Granted pursuant to the 1996 Stock Incentive Plan. Options vest 1/3 after the stock price increases 20% over grant price, but only if 1 year has passed since grant date; 1/3 after the stock price increases 40%, but only if 2 years have passed since grant date; and the final 1/3 after the stock price increases 60%, but only if 3 years have passed since grant date. All options vest in the event of a change in control or 5 years from the grant date. 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 excisable price per share of stock under the stock option multiplied by the number of shares of stock granted under the stock option.
- Represents discount phantom stock units the reporting person acquired under the Corporation's Management Deferred Compensation Plan which vested at the end of the second plan year following the plan year in which such units were acquired.
- On January 23, 2003, the reporting person acquired 2.26 phantom stock units at a price of \$19.83 as a result of the dividend payment under the Corporation's Management Deferred Compensation Plan.

/s/ Dianne B. Stoehr,
Attorney-In-Fact

1-27-03

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**Signature of Reporting
Person

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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