MORRISON DAVID G

Form 4

February 24, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

Number:

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Check this box

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 * MORRISON DAVID G

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

VIAD CORP [VVI]

(Month/Day/Year)

(First) (Middle) (Last)

3. Date of Earliest Transaction

Director 10% Owner X_ Officer (give title Other (specify

BREWSTER TRANSPORT COMPANY LIM, C/O 1850 NORTH CENTRAL AVENUE STE

(Street)

02/22/2005

below) Pres/CEO, Brewster T / ransport Company

(Check all applicable)

Ltd

800

4. If Amendment, Date Original Filed(Month/Day/Year)

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Applicable Line)

PHOENIX, AZ 85004

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

(Month/Day/Year)

1.Title of Security

(Instr. 3)

(City)

(State) (Zip)

(Month/Day/Year)

2. Transaction Date 2A. Deemed

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

(A)

Reported Transaction(s) (Instr. 3 and 4)

Following

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Code V Amount (D) Price

(Instr. 3, 4 and 5)

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)

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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. Transactio Code (Instr. 8)	5. Number of or 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option Right to Buy	\$ 26.305	02/22/2005		A	12,500	<u>(1)</u>	02/22/2012	Common Stock	12,500

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

MORRISON DAVID G BREWSTER TRANSPORT COMPANY LIM C/O 1850 NORTH CENTRAL AVENUE STE 800

Pres/CEO, Brewster ransport Company

PHOENIX, AZ 85004

Signatures

Scott E. Sayre, Attorney-in-Fact 02/24/2005

**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) 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. 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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