

HAY JESS T  
Form 4  
August 02, 2010

**FORM 4**

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

OMB APPROVAL

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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 \*  
HAY JESS T

(Last) (First) (Middle)  
7236 LUPTON CIRCLE  
(Street)

DALLAS, TX 75225

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/01/2010

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 07/01/2010                           |  | M                              | 15,391.1694 A   | \$ 0 <sup>(1)</sup> 27,991.1694   | D  |   |
| Common Stock                    | 07/01/2010                           |  | D                              | 15,391.1694 D   | \$ 17.16 <sup>(1)</sup> 12,600  | D  |   |

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

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SEC 1474 (9-02)

**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) |                 |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A)   | (D)  | Date Exercisable  | Expiration Date | Title        | Amount or Number of Shares |
| Cash Only Stock Units                      | (1)  | 07/01/2010                           |  | M                              | 15,391.1694   | (1)  | (2)   |                 | Common Stock | 15,391.1694                |

## Reporting Owners

| Reporting Owner Name / Address                       | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| HAY JESS T<br>7236 LUPTON CIRCLE<br>DALLAS, TX 75225 | X             |           |         |       |

## Signatures

By: Scott E. Sayre For: 08/02/2010  
Jess Hay

\_\_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).

Each stock unit was the economic equivalent of one share of Viad Corp common stock. Pursuant to the Deferred Compensation Plan for Directors of Viad Corp, as amended and restated on May 26 2010, effective July 1, 2010, the value of all stock units credited to each

(1) Director's account were converted to the cash value of such stock units based on the per share closing price of the common stock underlying such stock units on the New York Stock Exchange on July 1, 2010 as reported in the consolidated transaction reporting system. Viad Corp common stock will not be an investment option in the Amended and Restated Plan.

(2) Not applicable.

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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