

Edgar Filing: DIAL CORP /NEW/ - Form 4

DIAL CORP /NEW/
 Form 4
 February 10, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person
 Christopher J. Littlefield
 15501 North Dial Boulevard
 Suite 2212
 AZ, Scottsdale 85260-1619
2. Issuer Name and Ticker or Trading Symbol
 The Dial Corporation (DL)
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Day/Year
 2/6/2003
5. If Amendment, Date of Original (Month/Day/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 () Director () 10% Owner (X) Officer (give title below) () Other
 (specify below)
 Senior Vice President, General Counsel & Secretary
7. Individual or Joint/Group Filing (Check Applicable Line)
 (X) 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	2. Trans- action Date	2A. Exec- ution Date	3. Trans- action Code	4. Securities Acquired (A) or Disposed of (D) Amount	A/ D	Price	5. Amount of Securities Beneficially Owned Following Reported Trans(s)
The Dial Corporation Common Stock							5700 1
The Dial Corporation Common Stock	2/6/2003		M	2858 2	A		
The Dial Corporation Common Stock	2/6/2003		F	911.00802 3	D		5028.99198
The Dial Corporation Common Stock (401(K)) Stock Holdings)							1342.568
The Dial Corporation Common Stock (Emplo yee Stock Purchase P lan)							4220.353435

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Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction (Month/Day/Year)	3A. Deemed Execution (Month/Day/Year)	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Percentage of Total Ownership
Options - Right to Buy	10.8750					4 09/15/2010	The Dial Corporation Common Stock	
Options - Right to Buy	14.8438					4 03/01/2010	The Dial Corporation Common Stock	
Options - Right to Buy	20.8125					5 01/20/2008	The Dial Corporation Common Stock	
Options - Right to Buy	28.7188					5 12/31/2008	The Dial Corporation Common Stock	
Options - Right to Buy	29.7188					6 08/04/2009	The Dial Corporation Common Stock	
Options-Right To Buy	13.4688					4 01/25/2011	The Dial Corporation Common Stock	
Phantom Stock Units	1-for-1					7	The Dial Corporation Common Stock	
Phantom Stock Units	1-for-1	2/6/2003		M	2858	D 2	The Dial Corporation Common Stock	2858

Explanation of Responses:

1. Direct stock ownership of the reporting person consists of 5,700 shares of restricted stock granted pursuant to the 1996 Stock Incentive Plan; the reporting person is not entitled to transfer, sell, pledge, hypothecate or assign any portion of the shares prior to the lapse of certain restrictions: restrictions lapse for 20% of the award on the first anniversary of the grant date, 20% on the second anniversary of the grant date, 20% on the third anniversary of the grant date, 20% on the fourth anniversary of the grant date.

2. Represents a pay-out under the Management Deferred Compensation Plan of 2,858 phantom stock units at a price range of \$19.39 to \$20.66, as specified under the Plan.

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3. Payment of tax liability associated with a pay-out under the Management Deferred Compensation Plan, as specified under the Plan.
4. 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 lieu of the stock option.
5. 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 granted under the stock option.
6. 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 the exercisable price per share of stock under the stock option multiplied by the number of shares of stock granted under the stock option.
7. Discount stock units accrued under the Corporation's Management Deferred Compensation Plan.

SIGNATURE OF REPORTING PERSON

Christopher J. Littlefield

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