

Edgar Filing: TIERNEY JOHN F - Form 4

TIERNEY JOHN F

Form 4

March 14, 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

John F. Tierney

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

3/12/2003

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 and Controller

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							4417.995057
The Dial Corporation Common Stock (401(K)) Stock Holdings)							1519.906
The Dial Corporation Common Stock (Emplo yee Stock Purchase P lan)							1934.387858

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

1. Title of Derivative Security	2. Con- version or Exer	3. Trans- action	3A. Deemed	4. Trans- action	5. Number of De rivative Secu rities Acqui	6. Date Exer cisable and Expiration	7. Title and Amount of Underlying Securities	8. P of vat
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[illegible]

Explanation of Responses:

1. 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 i

2. 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

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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

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

3. Discount stock units accrued under the Corporation's Management Deferred Compensation Plan.

4. Phantom stock units accrued under the Corporation's Management Deferred Compensation Plan.

SIGNATURE OF REPORTING PERSON

John F. Tierney

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