

Edgar Filing: SHOOK MARK R - Form 4

SHOOK MARK R  
Form 4  
January 24, 2003

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

(X) 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  
Mark R. Shook  
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  
1/23/2003
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)  
Executive Vice President-International & Business Development
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							97492
The Dial Corporation Common Stock (401(K) ) Stock Holdings							10565.946

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

1. Title of Derivative Security	2. Con- version Price of Deriva- tive Secu-	3. Trans- action (Month/	3A. Deemed Execu- tion (Month/	4. Trans- action (Month/	5. Number of De rivative Secu rities Acqui red(A) or Dis posed of(D)	6. Date Exer cisable and Expiration Date(Month/ Day/Year) Date Expir ation Date	7. Title and Amount of Underlying Securities Title and Number of Shares	8. P of vat Sec rit
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Priority	Day/Year)	Day/Year)	Code	V	Amount	ble			
Options - Right to Buy	14.8438					2	03/01/2010	The Dial Corporation	Common Stock
Options - Right to Buy	29.7188					3	01/20/2010	The Dial Corporation	Common Stock
Options-Right To Buy	13.4688					2	01/25/2011	The Dial Corporation	Common Stock
Phantom Stock Units	1-for-1		J	V	1810.685	D	4	The Dial Corporation	1810.685
Phantom Stock Units	1-for-1		J	V	1810.69	A	4	The Dial Corporation	1810.69
Phantom Stock Units	1-for-1	1/23/2003	I		34.4144	A	5	The Dial Corporation	34.4144

Explanation of Responses:

1. Stock held in revocable trust with reporting individual and spouse as beneficiaries and trustees.
2. 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 the amount of the exercise price of the option.
3. 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 exercise price per share of stock under the stock option multiplied by the number of shares of stock granted under the stock option.
4. 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.
5. On January 23, 2003, the reporting person acquired 34.41 phantom stock units at a price of \$19.83 as a result of the dividend payment under the Corporation's Management Deferred Compensation Plan.

SIGNATURE OF REPORTING PERSON

Mark R. Shook

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

