

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  
 Mark L. Whitehouse  
 15501 North Dial Boulevard  
 Suite 2212  
 AZ, Scottsdale 85260
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-Innovation & Air Fresheners
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	2/6/ 2 003		M	2738.2664 1	A		
The Dial Corporation Common Stock	2/6/ 2 003		F	954.266377 2	D		2547.000023
The Dial Corporation Common Stock (401(K) ) Stock Holdings)							4482.012

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

1. Title of Derivative Security	2. Con- version or Exer- cise Price of	3. Trans- action	3A. Deemed Execu- tion	4. Trans- action	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)	7. Title and Amount of Underlying Securities	8. P of vat Sec rit
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Derivative Security	(Month/Day/Year)	(Month/Day/Year)	Code	V	Amount	A/D	Exercisable	Date	Expiration Date	Title and Number of Shares	
Options - Right to Buy	14.8438						3	03/01/2010		The Dial Corporation Common Stock	
Options - Right to Buy	12.6563						3	08/02/2010		The Dial Corporation Common Stock	
Options - Right to Buy	11.1531						4	08/17/2004		The Dial Corporation Common Stock	
Options - Right to Buy	11.9108						4	08/16/2005		The Dial Corporation Common Stock	
Options - Right to Buy	12.8750						5	09/24/2006		The Dial Corporation Common Stock	
Options - Right to Buy	15.6300						5	06/30/2007		The Dial Corporation Common Stock	
Options - Right to Buy	29.7188						6	08/04/2009		The Dial Corporation Common Stock	
Options - Right to Buy	24.2200						6	12/31/2009		The Dial Corporation Common Stock	
Options-Right To Buy	13.4688						3	01/25/2011		The Dial Corporation Common Stock	
Phantom Stock Units	1-for-1	2/6/2003		M	2738.266377	D	1			The Dial Corporation Common Stock	2738.2664
Phantom Stock Units	1-for-1	2/7/2003		A	20.3923	A	7			The Dial Corporation Common Stock	20.3923
Phantom Stock Units	1-for-1									The Dial Corporation Common Stock	

Explanation of Responses:

1. Represents a pay-out under the Management Deferred Compensation Plan of 2,738.27 phantom stock units at a price range of \$19.39 to \$20.66, as specified under the Plan.

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2. Payment of tax liability associated with a pay-out under the Management Deferred Compensation Plan, as specified under the Plan.
3. 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.
4. Granted pursuant to the 1996 Stock Incentive Plan. The Corporation may permit a participant exercising an option to surrender stock to which participant is entitled as a result of such exercise to satisfy a tax withholding requirement. 50% of the options are exercisable one year after grant and 100% exercisable two years after grant.
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 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. On February 6, 2003, the reporting person acquired 20.39 phantom stock units at a price of \$18.71 as a result of a salary deferral under the Corporation's Management Deferred Compensation Plan.

SIGNATURE OF REPORTING PERSON

Mark L. Whitehouse

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