

Edgar Filing: DIAL CORP /NEW/ - Form 4

DIAL CORP /NEW/
 Form 4
 February 18, 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

2/13/2003

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	3A. Deemed Execu- tion Date	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								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 Deriva- tive Secu-	3. Trans- action Date	3A. Deemed Execu- tion Date	4. Trans- action Date	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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Quantity	Day/Year)	/Day/Year)	Code	V	Amount	able			
Options - Right to Buy	14.8438					1	03/01/2010	The Dial Corporation	Common Stock
Options - Right to Buy	12.6563					1	08/02/2010	The Dial Corporation	Common Stock
Options - Right to Buy	11.1531					2	08/17/2004	The Dial Corporation	Common Stock
Options - Right to Buy	11.9108					2	08/16/2005	The Dial Corporation	Common Stock
Options - Right to Buy	12.8750					3	09/24/2006	The Dial Corporation	Common Stock
Options - Right to Buy	15.6300					3	06/30/2007	The Dial Corporation	Common Stock
Options - Right to Buy	29.7188					4	08/04/2009	The Dial Corporation	Common Stock
Options - Right to Buy	24.2200					4	12/31/2009	The Dial Corporation	Common Stock
Options-Right To Buy	13.4688					1	01/25/2011	The Dial Corporation	Common Stock
Phantom Stock Units	1-for-1							The Dial Corporation	Common Stock
Phantom Stock Units	1-for-1	2/13/2003	A		1768.67828	A 5		The Dial Corporation	1768.67828 Common Stock

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 in
2. Granted pursuant to the 1996 Stock Incentive Plan. The Corporation may permit a participant exercising an option to surrender stock to which

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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.

3. 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.

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

5. On February 13, 2003, the reporting person acquired 1,768.68 phantom stock units at a price of \$18.61 as a result of a bonus payment under the Corporation's Management Deferred Compensation Plan.

SIGNATURE OF REPORTING PERSON

Mark L. Whitehouse

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