

TIERNEY JOHN F
Form 4
October 17, 2002

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response...0.5

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935
or Section 30(h) of the Investment Company Act of 1940**

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

<p>1. Name and Address of Reporting Person*</p> <p>Tierney John F.</p> <hr/> <p><i>(Last) (First) (Middle)</i></p> <p>15501 North Dial Boulevard Suite 2212</p> <hr/> <p><i>(Street)</i></p> <p>Scottsdale AZ 85260-1619</p> <hr/> <p><i>(City) (State) (Zip)</i></p> <p>United States</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p>The Dial Corporation (DL)</p> <hr/> <p>4. Statement for Month/Day/Year</p> <p>10/15/2002</p> <hr/> <p>6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <i>(give title below)</i></p> <p><input type="checkbox"/> Other <i>(specify below)</i></p> <p>Senior Vice President and Controller</p>	<p>3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)</p> <hr/> <p>5. If Amendment, Date of Original (Month/Day/Year)</p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form Filed by One Reporting Person</p> <p><input type="checkbox"/> Form Filed by More than One Reporting Person</p>
---	---	---

Edgar Filing: TIERNEY JOHN F - Form 4

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	
					(A)	(D)
Options - Right To Buy	14.34					
Options - Right To Buy	14.8438					
Options - Right To Buy	29.7188					
Options - Right To Buy	30.75					
Options - Right To Buy	24.2188					
Options - Right To Buy	13.4688					
Phantom Stock Units	1-for-1			A	399.42	
Phantom Stock Units	1-for-1			A	1,597.70	

Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned Continued
(e.g., puts, calls, warrants, options, convertible securities)

6. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i>	7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i>	8. Price of Derivative Security <i>(Instr. 5)</i>	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 4)</i>	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
(3)	06/29/2011	The Dial Corporation Common Stock	4,000.00	D	
(3)	03/01/2010	The Dial Corporation Common Stock	26,000.00	D	
(4)	08/04/2009	The Dial Corporation Common Stock	20,000.00	D	
(4)	02/16/2009	The Dial Corporation Common Stock	12,000.00	D	
(4)	12/31/2009	The Dial Corporation Common Stock	3,500.00	D	
(3)	01/25/2011	The Dial Corporation Common Stock	70,000.00	D	
(5)		The Dial Corporation Common Stock	399.42	1,941.16	D
(6)		The Dial Corporation Common Stock	1,597.70	7,764.64	D

Explanation of Responses:

Edgar Filing: TIERNEY JOHN F - Form 4

1. Between January 1 and October 15, 2002, the reporting person acquired 670.93 shares of The Dial Corporation Common Stock under The Dial Corporation 401(k) Savings Plan.
2. Between January 1 and October 15, 2002, the reporting person acquired a total of 1376.98 shares under The Dial Corporation Employee Stock Purchase 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 an amount equal to the amount by which the Change in Control Price per share of stock shall exceed the exercisable price per share of stock under the stock option multiplied by the number of shares of 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, 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 an amount equal to the amount by which the Change in Control Price per share of stock shall exceed the exercisable price per share of stock under the stock option multiplied by the number of shares of stock granted under the stock option.
5. Between January 1 and October 15, 2002, the reporting person acquired 399.42 discount phantom stock units at a price range of \$16.02 to \$21.44 as a result of bonus and dividend payments paid under the Corporation's Management Deferred Compensation Plan, but which vest at the end of the second plan year following the plan year in which such units were acquired.
6. Between January 1 and October 15, 2002, the reporting person acquired 1597.70 phantom stock units at a price range of \$16.02 to \$21.44 as a result of bonus and dividend payments paid under the Corporation's Management Deferred Compensation Plan.

/s/ LUCINDA K.
STEWART

10-17-02

Attorney-In-Fact
**Signature of Reporting
Person

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

SECTION 16 POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Christopher J. Littlefield, Lucinda K. Stewart and Dianne B. Stoehr, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of The Dial Corporation (the Company), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 14 day of August 2002.

/s/ John F. Tierney

Signature
John F. Tierney

Print Name