

SHOOK MARK R  
Form 4  
November 01, 2002

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**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><b>1. Name and Address of Reporting Person*</b></p> <p>Shook, Mark R.</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 United States</p> <hr/> <p><i>(City) (State) (Zip)</i></p>	<p><b>2. Issuer Name and Ticker or Trading Symbol</b></p> <p>The Dial Corporation (DL)</p> <hr/> <p><b>4. Statement for Month/Day/Year</b></p> <p>10/30/2002</p> <hr/> <p><b>6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)</b></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>Executive Vice President-International &amp; Business</p>	<p><b>3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)</b></p> <hr/> <p><b>5. If Amendment, Date of Original (Month/Day/Year)</b></p> <hr/> <p><b>7. Individual or Joint/Group Filing (Check Applicable Line)</b></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>
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Development

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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).

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**Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(A) or (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	Price				
The Dial Corporation Common Stock	10/30/2002		M	18,352.00	A	11.1531	D		
The Dial Corporation Common Stock	10/30/2002		M	3,648.00	A	11.9108	D		
The Dial Corporation Common Stock	10/30/2002		M	46,667.00	A	13.4688	D		
The Dial Corporation Common Stock	10/30/2002		M	43,333.00	A	14.8438	D		
The Dial Corporation Common Stock	10/30/2002		S	112,000.00	D	21.50	0.00	D	
The Dial Corporation Common Stock							125,592.00	I	By Trust (1)
The Dial Corporation Common Stock(401(K) Stock Holdings)							10,565.95	I	By 401(k) Savings Plan



**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) (Instr. 3, 4 and 5)	
					Code V	(A) (D)
Options - Right to Buy	11.1531	10/30/2002		M		18,352.00
Options - Right to Buy	11.9108	10/30/2002		M		3,648.00
Options - Right to Buy	14.8438	10/30/2002		M		43,333.00
Options - Right to Buy	13.4688	10/30/2002		M		46,667.00
Options - Right to Buy	29.7188					
Phantom Stock Units	1-for-1					
Phantom Stock Units	1-for-1					

**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			
	08//17/2004	The Dial Corporation Common Stock	18,352.00	11.1531	0.00	D
	08/16/2005	The Dial Corporation Common Stock	3,648.00	11.9108	0.00	D
	03/01/2010	The Dial Corporation Common Stock	43,333.00	14.8438	21,667.00	D
	01/25/2011	The Dial Corporation Common Stock	46,667.00	13.4688	93,333.00	D
(2)	01/20/2010	The Dial Corporation Common Stock			50,000.00	D
		The Dial Corporation Common Stock			1,810.69	D
		The Dial Corporation Common Stock			15,250.35	D

**Explanation of Responses:**

1. Stock held in revocable trust with reporting individual and spouse as beneficiaries and trustees.

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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 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.

/s/ Lucinda K. Stewart,  
Attorney-In-Fact

11/1/02

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\*\*Signature of Reporting  
Person

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Date

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\*\* 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.

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