DIAL CORP /NEW/
Form 4
November 04, 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

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

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1. Name and Address of Reporting Person*

Conrad, Conrad A.

(Last) (First) (Middle)

15501 North Dial Boulevard
Suite 2212

(Street)

Scottsdale, AZ 85260-1619 United States

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

The Dial Corporation (DL)

3. I.R.S. Identification Number of Reporting Person, if an entity *(Voluntary)*

4. Statement for Month/Day/Year

10/31/2002

5. If Amendment, Date of Original *(Month/Day/Year)*

6. Relationship of Reporting Person(s) to Issuer *(Check All Applicable)*

o Director o 10% Owner

x Officer *(give title below)*

o Other *(specify below)*

Executive Vice President & Chief Financial Officer

7. Individual or Joint/Group Filing *(Check Applicable Line)*

x Form Filed by One Reporting Person

o Form Filed by More than One Reporting Person

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 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)*			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**	**(A) or (D)**	**Price**			
The Dial Corporation Common Stock								12,000.00	D	
The Dial Corporation Common Stock (401(K) Stock Holdings)								554.22	I	By 401(k) Savings Plan
The Dial Corporation Common Stock (Employee Stock Purchase Plan)								779.26	D	

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	13.9850						
Options - Right To Buy	13.4688						
Phantom Stock Units	1-for-1			A		51.70	
Phantom Stock Units	1-for-1			A		206.81	

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 *(Month/Day/Year)*		7. Title and Amount of Underlying Securities *(Instr. 3 and 4)*		8. Price of Derivative Security *(Instr. 5)*	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) *(Instr. 4)*	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) *(Instr. 4)*	11. Nature of Indirect Beneficial Ownership *(Instr. 4)*
Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
(1)	08/31/2003	The Dial Corporation Common Stock			50,000.00	D	
(2)	01/25/2011	The Dial Corporation Common Stock			90,000.00	D	
(3)		The Dial Corporation Common Stock	51.70		4,693.98	D	
(4)		The Dial Corporation Common Stock	206.81		18,775.91	D	

Explanation of Responses:

1. Granted pursuant to the 1996 Stock Incentive Plan. The options shall vest on August 31, 2001. 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.

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 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.

3. Between October 18 and October 31, 2002, the reporting person acquired 51.70 discount phantom stock units at a price of $21.48 as a result of salary deferral 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.

4. Between October 18 and October 31, 2002, the reporting person acquired 206.81 phantom stock units at a price of $21.48 as a result of salary deferral paid under the Corporation's Management Deferred Compensation Plan.

/s/ LUCINDA K. STEWART	11-4-02
**Signature of Reporting Person ATTORNEY-IN-FACT	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.