

DIAL CORP /NEW/
Form 4
December 30, 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).

| | | |
|---|--|--|
| 1. Name and Address of Reporting Person* Baum, Herbert M. <hr/> <i>(Last) (First) (Middle)</i> 15501 N. Dial Blvd. Suite #2212 <hr/> <i>(Street)</i> | 2. Issuer Name and Ticker or Trading Symbol The Dial Corporation (DL) <hr/> | 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) <hr/> |
| Scottsdale, AZ. 85260-1619 <hr/> <i>(City) (State) (Zip)</i> United States | 4. Statement for Month/Day/Year 12/26/2002 <hr/> | 5. If Amendment, Date of Original (Month/Day/Year) <hr/> |
| | 6. Relationship of Reporting Person(s) to Issuer (Check All Applicable) <div style="display: flex; justify-content: space-between;"> <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner </div> <div style="display: flex; justify-content: space-between;"> <input checked="" type="checkbox"/> Officer <i>(give title below)</i> </div> <div style="display: flex; justify-content: space-between;"> <input type="checkbox"/> Other <i>(specify below)</i> </div> <div style="margin-top: 10px;"> Chairman, President & Chief Executive Officer </div> | 7. Individual or Joint/Group Filing (Check Applicable Line) <div style="display: flex; justify-content: space-between;"> <input checked="" type="checkbox"/> Form Filed by One Reporting Person </div> <div style="display: flex; justify-content: space-between;"> <input type="checkbox"/> Form Filed by More than One Reporting Person </div> |

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 | | | | | | 3,379.00 | D |

| | | | | | | | | |
|---|--|--|--|--|--|----------|---|------------------------|
| The Dial Corporation Common Stock (401(K) Stock Holdings) | | | | | | 1,526.72 | I | By 401(K) Savings Plan |
|---|--|--|--|--|--|----------|---|------------------------|

| | | | | | | | | |
|--|--|--|--|--|--|----------|---|--|
| The Dial Corporation Common Stock (Employee Stock Purchase Plan) | | | | | | 1,828.04 | 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 | 16.5313 | | | | |
| Options-Right to Buy | 14.3750 | | | | |
| Options - Right to Buy | 23.1563 | | | | |
| Options - Right to Buy | 27.0000 | | | | |
| Phantom Stock Units | 1-for-1 | | | | |
| Options - Right to Buy | 13.5000 | | | | |
| Options - Right to Buy | 11.8750 | | | | |
| Phantom Stock Units | 1-for-1 | | | A | 91.14 |
| Phantom Stock Units | 1-for-1 | | | A | 364.56 |

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 | | |
| (1) | 08/08/2007 | The Dial Corporation Common Stock | 5,500.00 | D | |
| (1) | 01/27/2007 | The Dial Corporation Common Stock | 9,400.00 | D | |
| (1) | 08/20/2008 | The Dial Corporation Common Stock | 3,900.00 | D | |
| (1) | 8/19/2009 | The Dial Corporation Common Stock | 3,300.00 | D | |
| (2) | | The Dial Corporation Common Stock | 4,144.95 | D | |
| (3) | 01/26/2011 | The Dial Corporation Common Stock | 225,000.00 | D | |
| (3) | 08/08/2010 | The Dial Corporation Common Stock | 375,000.00 | D | |
| (4) | | The Dial Corporation Common Stock | 91.14 | 19,809.31 | D |
| (5) | | The Dial Corporation Common Stock | 364.56 | 79,236.95 | D |

Explanation of Responses:

1. Annual stock option award granted pursuant to the 1996 Stock Incentive Plan. 50% of the options are exercisable one year after grant and 100% exercisable two years after grant.
2. Meeting fees, retainer fees and dividends paid in phantom stock units accrued under the Corporation's Directors Deferred Compensation 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 multiplied by the number of shares of stock granted under the stock option.
4. Between December 13 and December 26, 2002, the reporting person acquired 91.14 discount phantom stock units at a price of \$21.10 as a result of the 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.
5. Between December 13 and December 26, 2002, the reporting person acquired 364.56 phantom stock units at a price of \$21.10 as a result of the salary deferral paid under the Corporation's Management Deferred Compensation Plan.

/s/ Dianne Stoehr

Attorney-in-Fact

12/30/02

**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.