

DIAL CORP /NEW/
Form 4
January 27, 2003

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>Littlefield, Christopher J.</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>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>1/23/2003</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, General Counsel & Secretary</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: DIAL CORP /NEW/ - 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 I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security <i>(Instr. 3)</i>	2. Transaction Date <i>(Month/Day/Year)</i>	2A. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	3. Transaction Code <i>(Instr. 8)</i>	4. Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 3 and 4)</i>	6. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	7. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
---	--	--	--	---	---	--	---

				(A) or (D)	Price		
The Dial Corporation Common Stock			Code V	Amount			
					5,700.00 (1)	D	

The Dial Corporation Common Stock					3,082.00 (2)	I	By Family Trust
-----------------------------------	--	--	--	--	-----------------	---	-----------------

The Dial Corporation Common Stock (401(K) Stock Holdings)					1,342.57	I	401(k) Savings Plan
---	--	--	--	--	----------	---	---------------------

The Dial Corporation Common Stock (Employee Stock Purchase Plan)					4,212.64	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)
				Code V	(A) (D)
Options - Right to Buy	10.8750				
Options - Right to Buy	14.8438				
Options - Right to Buy	20.8125				
Options - Right to Buy	28.7188				
Options - Right to Buy	29.7188				
Options - Right to Buy	13.4688				
Phantom Stock Units	1-for-1	1/23/2003		A	7.59
Phantom Stock Units	1-for-1	1/23/2003		A	0.46

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)	09/15/2010	The Dial Corporation Common Stock	16,000.00	D	
(3)	03/01/2010	The Dial Corporation Common Stock	26,000.00	D	
(4)	01/20/2008	The Dial Corporation Common Stock	5,074.00	D	
(4)	12/31/2008	The Dial Corporation Common Stock	1,500.00	D	
(5)	08/04/2009	The Dial Corporation Common Stock	12,500.00	D	
(3)	01/25/2011	The Dial Corporation Common Stock	100,000.00	D	
(6)		The Dial Corporation Common Stock	7.59	3,013.85	D
(7)		The Dial Corporation Common Stock	0.46	982.36	D

Explanation of Responses:

Edgar Filing: DIAL CORP /NEW/ - Form 4

1. Direct stock ownership of the reporting person consists of 5,700 shares of restricted stock granted pursuant to the 1996 Stock Incentive Plan; the reporting person is not entitled to transfer, sell, pledge, hypothecate or assign any portion of the shares prior to the lapse of certain restrictions: restrictions lapse for 20% of the award on the first anniversary of the grant date, 20% on the second anniversary of the grant date, 20% on the third anniversary of the grant date, 20% on the fourth anniversary of the grant date and 20% on the fifth anniversary of the grant date.

2. Stock held in family trust with reporting person and spouse as co-trustees.

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 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 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. 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 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.

6. On January 23, 2003, the reporting person acquired 7.59 phantom stock units at a price of \$19.83 as a result of the dividend payment under the Corporations Management Deferred Compensation Plan.

7. On January 23, 2003, the reporting person acquired .46 discount phantom stock units at a price of \$19.83 as a result of the dividend payment under the Corporations 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.

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

1/27/03

**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.