

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2003-02-10** | Period of Report: **2003-02-06**

SEC Accession No. **0001196381-03-000005**

([HTML Version](#) on [secdatabase.com](#))

### SUBJECT COMPANY

#### **DIAL CORP /NEW/**

CIK: **1016179** | IRS No.: **510374887** | State of Incorporation: **DE** | Fiscal Year End: **1231**

Type: **4** | Act: **34** | File No.: **001-11793** | Film No.: **03546542**

SIC: **2840** Soap, detergents, cleang preparations, perfumes, cosmetics

#### Mailing Address

*15501 NORTH DIAL  
BOULVERARD  
SCOTTSDALE AZ 85260*

#### Business Address

*15501 NORTH DIAL  
BOULEVARD  
SCOTTSDALE AZ 852601619  
4807543425*

### REPORTING OWNER

#### **WHITEHOUSE MARK L**

CIK: **1196381**

Type: **4**

#### Mailing Address

*15501 NORTH DIAL  
BOULEVARD  
SUITE 2212  
SCOTTSDALE AZ 85260*

#### Business Address

*15501 NORTH DIAL  
BOULEVARD  
SUITE 2212  
SCOTTSDALE AZ 85260  
4807545102*

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person  
 Mark L. Whitehouse  
 15501 North Dial Boulevard  
 Suite 2212  
 AZ, Scottsdale 85260
2. Issuer Name and Ticker or Trading Symbol  
 The Dial Corporation (DL)
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Day/Year  
 2/6/2003
5. If Amendment, Date of Original (Month/Day/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
 ( ) Director ( ) 10% Owner (X) Officer (give title below) ( ) Other  
 (specify below)  
 Senior Vice President-Innovation & Air Fresheners
7. Individual or Joint/Group Filing (Check Applicable Line)  
 (X) Form filed by One Reporting Person  
 ( ) Form filed by More than One Reporting Person

<TABLE>  
 <CAPTION>

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

1. Title of Security	2. Trans- action Date	2A. Exec- ution Date	3. Trans- action Code	3A. Deemed Execu- tion Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned Reported	6. Date of Trans- action	7. Nature of Indirect Beneficial Ownership (D) or (I)
The Dial Corporation Common Stock	2/6/2003		M		2738.2664	1		D
The Dial Corporation Common Stock	2/6/2003		F		1954.266377	2		D
The Dial Corporation Common Stock (401(K) ) Stock Holdings)								I 401(k) Savings Plan

<CAPTION>

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Con- version or Exer- cise Price of Deriva- tive Secu- rity	3. Trans- action Date Year	3A. Deemed Execu- tion Date Year	4. Trans- action Code	5. Number of De rivative Secu rities Acqui red (A) or Dis posed of (D) Amount	6. Date Exer- cisable and Expiration Date	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Price of Deri- vative Secu- rity	9. Number of Deriva tive Securities Benefi- cially Owned Following Trans- action(s)	10. Dir- ect or Indi- rect	11. Nature of Beneficial Ownership (D) or (I)
Options - Rig ht to Buy	14.8438					3 03/01/2010	The Dial Cor- poration Com- mon Stock		26000	D	
Options - Rig ht to Buy	12.6563					3 08/02/2010	The Dial Cor- poration Com- mon Stock		20000	D	
Options - Rig ht to Buy	11.1531					4 08/17/2004	The Dial Cor- poration Com- mon Stock		1031	D	
Options - Rig ht to Buy	11.9108					4 08/16/2005	The Dial Cor- poration Com- mon Stock		4124	D	
Options - Rig	12.8750					5 09/24/2005	The Dial Cor- poration Com- mon Stock		13625	D	

Options - Right to Buy	15.6300					5	06/30/2006	The Dial Corporation	3334	D		
Options - Right to Buy	29.7188					6	08/04/2009	The Dial Corporation	20000	D		
Options - Right to Buy	24.2200					6	12/31/2009	The Dial Corporation	3500	D		
Options-Right To Buy	13.4688					3	01/25/2011	The Dial Corporation	100000	D		
Phantom Stock Units	1-for-1	2/6/2010	M	2738.266377	D	1		The Dial Corporation	2738.2664	D		
Phantom Stock Units	1-for-1	2/7/2010	A	20.3923	A	7		The Dial Corporation	20.3923	18.71	1446.3075072	D
Phantom Stock Units	1-for-1							The Dial Corporation	0.0028888000		0005065	D

</TABLE>

Explanation of Responses:

1. Represents a pay-out under the Management Deferred Compensation Plan of 2,738.27 phantom stock units at a price range of \$19.39 to \$20.66, as specified under the Plan.
2. Payment of tax liability associated with a pay-out under the Management Deferred Compensation Plan, as specified under the 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 lieu of stock.
4. Granted pursuant to the 1996 Stock Incentive Plan. The Corporation may permit a participant exercising an option to surrender stock to which participant is entitled as a result of such exercise to satisfy a tax withholding requirement. 50% of the options are exercisable one year after grant and 100% exercisable two years after grant.
5. 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 granted under the stock option.
6. 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 the exercisable price per share of stock under the stock option multiplied by the number of shares of stock granted under the stock option.
7. On February 6, 2003, the reporting person acquired 20.39 phantom stock units at a price of \$18.71 as a result of a salary deferral under the Corporation's Management Deferred Compensation Plan.

SIGNATURE OF REPORTING PERSON

Mark L. Whitehouse

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