

# SECURITIES AND EXCHANGE COMMISSION

## FORM 3

Filing Date: **2006-01-05** | Period of Report: **2006-01-05**  
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### REPORTING OWNER

#### Rabbitt Kevin M

CIK: **1348551**

Type: **3** | Act: **34** | File No.: **001-11015** | Film No.: **06511214**

#### Mailing Address

*GES EXPOSITION SERVICES, 702-263-1500  
INC.  
950 GRIER DRIVE  
LAS VEGAS NV 89119*

#### Business Address

*702-263-1500*

### ISSUER

#### VIAD CORP

CIK: **884219** | IRS No.: **361169950** | State of Incorpor.: **DE** | Fiscal Year End: **1231**  
SIC: **7389** Business services, nec

#### Mailing Address

*1850 NORTH CENTRAL AVE  
SUITE 800  
PHOENIX AZ 85004-4545*

#### Business Address

*1850 NORTH CENTRAL AVE  
SUITE 800  
PHOENIX AZ 85004-4545  
(602) 207-4000*

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

**OMB APPROVAL**

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**INITIAL STATEMENT OF BENEFICIAL  
OWNERSHIP OF SECURITIES**

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

1. Name and Address of Reporting Person <b>Rabbitt Kevin M</b>  (Last) (First) (Middle)  GES EXPOSITION SERVICES, INC., 950 GRIER DRIVE  (Street)  LAS VEGAS, NV 89119  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/05/2006	3. Issuer Name and Ticker or Trading Symbol <b>VIAD CORP [VVI]</b>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director ___ 10% Owner <u> X </u> Officer (give title below) ___ Other (specify below) <b>President &amp; CEO / GES Exposition Services, Inc.</b>	5. If Amendment, Date Original Filed (Month/Day/Year)   6. Individual or Joint/Group Filing (Check applicable line) ___ Form Filed by One Reporting Person <u> X </u> Form Filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	398	D	
Common Stock	166 <sup>(1)</sup>	D	
Common Stock	404 <sup>(2)</sup>	D	
Common Stock	875 <sup>(3)</sup>	D	
Common Stock	3,000 <sup>(4)</sup>	D	
Common Stock	451.0971 <sup>(5)</sup>	I	401(k) Plan

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Option-right to buy	10/01/2004 <sup>(6)</sup>	10/01/2012 <sup>(6)</sup>	Common Stock	750	\$19.4212	D	
Option-right to buy	02/20/2006 <sup>(7)</sup>	02/19/2013 <sup>(7)</sup>	Common Stock	1,500	\$19.574	D	
Option-right to buy	02/19/2009 <sup>(8)</sup>	02/18/2011 <sup>(8)</sup>	Common Stock	1,650	\$24.2168	D	

**Explanation of Responses:**

1. Performance-based restricted stock awarded February 2003 pursuant to 1997 Viad Corp Omnibus Incentive Plan.
2. Performance-based restricted stock awarded February 2004 pursuant to 1997 Viad Corp Omnibus Incentive Plan.
3. Restricted Stock awarded February 2003 pursuant to 1997 Viad Corp Omnibus Incentive Plan.
4. Restricted Stock awarded February 2005 pursuant to 1997 Viad Corp Omnibus Incentive Plan.
5. The information is current as of this filing date.
6. Granted pursuant to 1997 Viad Corp Omnibus Incentive Plan; each ten-year option contains the right to surrender the option for cash, which right is only exercisable during certain tender offers. The Corporation may permit a participant exercising an option to surrender already owned stock in payment of exercise price, and to surrender stock, to which participant is entitled as a result of such exercise, to satisfy a tax withholding requirement. 50% of options are exercisable one year after grant and 100% exercisable two years after grant, except that exercisability is accelerated in certain circumstances.
7. Granted pursuant to 1997 Viad Corp Omnibus Incentive Plan, as amended 5-14-2002; each ten-year option contains the right to surrender the option for cash, which right is only exercisable during certain tender offers. The Corporation may permit a participant exercising an option to surrender already owned stock in payment of exercise price, and to surrender stock, to which participant is entitled as a result of such exercise, to satisfy a tax withholding requirement. 33 1/3% of options are exercisable one year after grant, 33 1/3% are exercisable two years after grant and the remaining balance are exercisable three years after grant.
8. Granted pursuant to 1997 Viad Corp Omnibus Incentive Plan in connection with election as a director of the Corporation. Each seven-year option contains the right to surrender the option for cash, which right is only exercisable during certain tender offers. The Corporation may permit a participant exercising an option to surrender already owned stock in payment of exercise price, and to surrender stock, to which participant is entitled as a result of such exercise, to satisfy a tax withholding requirement. 20% of options are exercisable one year after grant, 20% are exercisable two years after grant, 20% after three years, 20% after four years, and the balance any time after five years from the grant date, except that exercisability is accelerated in certain circumstances.

**Remarks:**

Note: Also see attached Exhibit EX-24 power of attorney.

**Signatures**

Scott E. Sayre, Attorney-in-Fact

\*\* Signature of Reporting Person

01/05/2006

Date

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).

\*\* 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

## POWER OF ATTORNEY

The undersigned hereby appoints Scott E. Sayre, Deborah J. DePaoli and Carol Kotek (General Counsel, Assistant General Counsel and Assistant Secretary, and Assistant Secretary of Viad Corp, respectively), each individually, as the undersigned's true and lawful attorneys-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer of Viad Corp, Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is Viad Corp assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by Viad Corp, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 3rd day of January, 2006.

Signature: /s/ Kevin M. Rabbitt

Print Name: Kevin M. Rabbitt

Please return by FACSIMILE to 602-207-5602  
and by U.S. Mail.