

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-01-05** | Period of Report: **2006-01-03**

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### REPORTING OWNER

#### PEARL SUZANNE

CIK: **1195482**

Type: **4** | Act: **34** | File No.: **001-11015** | Film No.: **06513833**

Mailing Address

*1850 N CENTRAL AVE SUITE  
800*

*PHOENIX AZ 85004*

Business Address

*6022074000*

### ISSUER

#### VIAD CORP

CIK: **884219** | IRS No.: **361169950** | State of Incorporation: **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*

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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### 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

|   |         |          |   |  |  |  |  |  |
|---|---------|----------|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person<br><b>PEARL SUZANNE</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>VIAD CORP [VVI]</b> |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>VP-Human Resources / Viad Corp</b> |  |  |
| (Last)  | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>01/03/2006</b> |  |  | 6. Individual or Joint/Group Filing<br>(Check applicable line)<br><input checked="" type="checkbox"/> Form Filed by One Reporting Person<br><input type="checkbox"/> Form Filed by More than One Reporting Person  |  |  |
| VIAD CORP, 1850 N. CENTRAL AVE., STE 800                        |         |          | 4. If Amendment, Date Original Filed(Month/Day/Year)                  |  |  |  |  |  |
| (Street)<br><b>PHOENIX, AZ 85004-4545</b>                       |         |          |   |  |  |  |  |  |
| (City)  | (State) | (Zip)    |   |  |  |  |  |  |

**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    |   |  |   |
| Common Stock                    | 01/03/2006                           |  | F                              |   | 382 <sup>(1)</sup>  | D          | \$29,235 | 19,206  | D  |   |
| Common Stock                    | 01/03/2006                           |  | G                              |   | 843   | D          | \$ 0     | 18,363  | D  |   |
| Common Stock                    | 01/03/2006                           |  | J                              | V | 183.1476 <sup>(2)</sup>   | A          | \$ 0     | 1,092.4693  | I  | 401(k) Plan   |
| Common Stock                    | 01/03/2006                           |  | G                              |   | 843   | A          | \$ 0     | 843   | I  | Family Trust  |

**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) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (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) |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|--|--|--|--|
|  |  |                                      |  | Code                           | V | (A)   | (D) | Date Exercisable   | Expiration Date |   |  |  |  |  |

**Explanation of Responses:**

1. Shares were surrendered for taxes in connection with vesting of performance-based restricted stock granted in February 2003 and February 2004.

2. The information is current as of this filing date.

**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.

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