

Rabbitt Kevin M
Form 3
January 05, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

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

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 ⁽¹⁾	D	^
Common Stock	404 ⁽²⁾	D	^
Common Stock	875 ⁽³⁾	D	^
Common Stock	3,000 ⁽⁴⁾	D	^
Common Stock	451.0971 ⁽⁵⁾	I	401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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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 ⁽⁶⁾	10/01/2012 ⁽⁶⁾	Common Stock	750	\$ 19.4212	D	Â
Option-right to buy	02/20/2006 ⁽⁷⁾	02/19/2013 ⁽⁷⁾	Common Stock	1,500	\$ 19.574	D	Â
Option-right to buy	02/19/2009 ⁽⁸⁾	02/18/2011 ⁽⁸⁾	Common Stock	1,650	\$ 24.2168	D	Â

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Rabbitt Kevin M GES EXPOSITION SERVICES, INC. 950 GRIER DRIVE LAS VEGAS, NV 89119	Â	Â	Â President & CEO	GES Exposition Services, Inc.
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Signatures

Scott E. Sayre, Attorney-in-Fact	01/05/2006
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**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (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

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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.

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Remarks:

Note:Â AlsoÂ seeÂ attachedÂ ExhibitÂ EX-24Â powerÂ ofÂ attorney.

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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