

WARREN ROBERT J
Form 4
June 12, 2009

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
WARREN ROBERT J

(Last) (First) (Middle)

DIEBOLD, INCORPORATED, 5995
MAYFAIR ROAD

(Street)

NORTH CANTON, OH 44720

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DIEBOLD INC [DBD]

3. Date of Earliest Transaction
(Month/Day/Year)
06/10/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, CorpDev & Finance

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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 | | | | | 2,650 | I | 401(k) ⁽¹⁾ |
| Common Stock | 06/10/2009 | | F | 449 ⁽²⁾ D \$ 26.96 | 42,029 | D | |
| Common Stock | 06/10/2009 | | G | V 526 D \$ 0 | 41,503 ⁽³⁾ | D | |
| Common Stock | 06/10/2009 | | G | V 526 A \$ 0 | 13,067 | I | By Wife |

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

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SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Qualified Stock Option | \$ 22.88 | | | | | 01/27/2001 | 01/26/2010 | Common Stock | 7,500 |
| Non-Qualified Stock Option | \$ 28.69 | | | | | 02/07/2002 | 02/06/2011 | Common Stock | 12,000 |
| Non-Qualified Stock Option | \$ 36.59 | | | | | 02/06/2003 | 02/05/2012 | Common Stock | 10,000 |
| Non-Qualified Stock Option | \$ 36.31 | | | | | 02/05/2004 | 02/04/2013 | Common Stock | 10,000 |
| Non-Qualified Stock Option | \$ 53.1 | | | | | 02/11/2005 | 02/10/2014 | Common Stock | 7,000 |
| Non-Qualified Stock Option | \$ 55.23 | | | | | 02/10/2006 | 02/09/2015 | Common Stock | 6,600 |
| Non-Qualified Stock Option | \$ 39.43 | | | | | 02/20/2007 | 02/19/2016 | Common Stock | 7,000 |
| Non-Qualified Stock Option | \$ 47.27 | | | | | 02/14/2008 | 02/13/2017 | Common Stock | 6,500 |
| Non-Qualified Stock Option | \$ 25.53 | | | | | 02/13/2009 | 02/12/2018 | Common Stock | 6,500 |
| Non-Qualified Stock Option | \$ 24.79 | | | | | 02/11/2010 | 02/10/2019 | Common Stock | 7,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

WARREN ROBERT J
DIEBOLD, INCORPORATED
5995 MAYFAIR ROAD
NORTH CANTON, OH 44720

VP, CorpDev & Finance

Signatures

Chad F. Hesse, Att'y.-in-fact for Robert J.
Warren

06/12/2009

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Number of 401(k) shares owned as of most recent statement; fractional shares have been omitted.
- (2) Shares withheld pursuant to exercise of tax withholding right under the 1991 Equity and Performance Incentive Plan - Restricted Stock Unit Award
- (3) Number includes restricted stock units

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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