

Mattes Andreas W
 Form 4
 February 15, 2018

FORM 4

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

OMB APPROVAL

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

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 *
 Mattes Andreas W

2. Issuer Name and Ticker or Trading Symbol
 DIEBOLD NIXDORF, Inc [DBD]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 C/O DIEBOLD NIXDORF,
 INCORPORATED, 5995 MAYFAIR
 ROAD

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/13/2017

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
 NORTH CANTON, OH 44720

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

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

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Shares	12/13/2017		F	2,512 (1)	\$ 18 207,078	D	

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

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 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Number of Shares
<u>Non-Qualified Stock Option (2)</u>	\$ 31.92					06/06/2014	06/05/2023			Common Stock	98,082
<u>Non-Qualified Stock Option (2)</u>	\$ 34.13					02/12/2015	02/11/2024			Common Stock	154,766
<u>Non-Qualified Stock Option (2)</u>	\$ 32.33					02/05/2016	02/04/2025			Common Shares	200,000
<u>Non-Qualified Stock Option (2)</u>	\$ 27.39					02/03/2017	02/02/2026			Common Shares	200,000
<u>Non-Qualified Stock Options (2)</u>	\$ 26.6					02/08/2018	02/07/2027			Common Shares	200,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mattes Andreas W C/O DIEBOLD NIXDORF, INCORPORATED 5995 MAYFAIR ROAD NORTH CANTON, OH 44720	X			

Signatures

Mary M. Swann, Attorney-in-Fact for Andreas W. Mattes	02/15/2018
<u> </u> **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).

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- (1) Shares withheld pursuant to exercise of tax withholding right under the 1991 Equity and Performance Incentive Plan - Restricted Share Award
- (2) Granted under the 1991 Equity and Performance Incentive Plan; option is generally exercisable in annual increments of 1/3, 1/3, 1/3 beginning one year from the date of grant.

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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