

Pierce Leslie A
 Form 4
 February 16, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Pierce Leslie A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 02/11/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP&Corporate Controller

C/O DIEBOLD, INCORPORATE, 5995 MAYFAIR ROAD

(Street)

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

NORTH CANTON, OH 44720

(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)
			Code	V Amount (A) or (D) Price			
Common Stock					232	I	401(k) ⁽¹⁾
Common Stock					158	I	ESPP ⁽²⁾
Common Stock	02/11/2010		A	1,250 ⁽³⁾ A \$ 0	1,969	D	
Common Stock	02/11/2010		A	2,000 ⁽⁴⁾ A \$ 0	3,969	D	
Common Stock	02/14/2010		F	92 ⁽⁵⁾ D \$ 28.04	3,877 ⁽⁶⁾	D	

Edgar Filing: Pierce Leslie A - Form 4

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

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 control number.

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-qualified Stock Option	\$ 28.69					02/07/2002	02/06/2011	Common Stock	60
Non-qualified Stock Option	\$ 36.59					02/06/2003	02/05/2012	Common Stock	60
Non-qualified Stock Option	\$ 36.31					02/05/2004	02/04/2013	Common Stock	60
Non-qualified Stock Option	\$ 47.27					02/14/2008	02/13/2017	Common Stock	1,25
Non-qualified Stock Option	\$ 25.53					02/13/2009	02/12/2018	Common Stock	5,00
Non-qualified Stock Option	\$ 24.79					02/11/2010	02/10/2019	Common Stock	7,00
Non-qualified Stock Option ⁽⁷⁾	\$ 27.88	02/11/2010		A	8,000	02/11/2011	02/10/2020	Common Stock	8,00

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pierce Leslie A C/O DIEBOLD, INCORPORATE 5995 MAYFAIR ROAD NORTH CANTON, OH 44720			VP & Corporate Controller	

Signatures

Chad F. Hesse, Att'y.-in-fact for Leslie A.
Pierce

02/15/2010

__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 current statement; fractional shares omitted.
- (2) Includes shares acquired under the Diebold, Incorporated Employee Stock Purchase Plan.
- (3) Award of restricted stock units; each restricted stock unit represents a contingent right to receive one share of Diebold, Incorporated common stock.

Award of restricted stock units; each restricted stock unit represents a contingent right to receive one share of Diebold, Incorporated common stock. This award includes performance targets: 50% vest when stock trades for 20 consecutive trading days at \$45/share or greater and 50% when stock trades at \$55/share for 20 consecutive trading days.
- (4) Shares withheld pursuant to exercise of tax withholding right under the 1991 Equity and Performance Incentive Plan - Restricted Stock Unit Award
- (5) Number includes restricted stock units.
- (6) Granted under the 1991 Equity and Performance Incentive Plan; option is generally exercisable in annual increments of 25% beginning one year from date of grant.
- (7)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.