

Mayes George S JR
 Form 4
 February 16, 2010

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 *
 Mayes George S JR

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)

C/O DIEBOLD, INCORPORATED, 5995 MAYFAIR ROAD

EVP, Global Operations

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

NORTH CANTON, OH 44720

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)
			Code	V Amount (A) or (D) Price			
Common Stock					5,993	I	401(k) ⁽¹⁾
Common Stock					943	I	ESPP ⁽²⁾
Common Stock	02/11/2010		A	<u>2,500</u> ⁽³⁾ A \$ 0	12,874	D	
Common Stock	02/11/2010		A	<u>5,000</u> ⁽⁴⁾ A \$ 0	17,874	D	
Common Stock	02/11/2010		A	<u>2,750</u> ⁽⁵⁾ A \$ 27.88	20,624	D	

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Common Stock 02/11/2010 F 1,154 D \$ 27.88 19,470 (6) D

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

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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	\$ 55.23					02/10/2006	02/09/2015	Common Stock	3,000
Non-qualified Stock Option	\$ 39.43					02/20/2007	02/19/2016	Common Stock	8,000
Non-qualified Stock Option	\$ 47.27					02/14/2008	02/13/2017	Common Stock	9,500
Non-qualified Stock Option	\$ 25.53					02/13/2009	02/12/2018	Common Stock	10,000
Non-qualified Stock Option	\$ 24.79					02/11/2010	02/10/2019	Common Stock	15,000
Non-qualified Stock Option (7)	\$ 27.88	02/11/2010		A	15,000	02/11/2011	02/10/2020	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mayes George S JR C/O DIEBOLD, INCORPORATED 5995 MAYFAIR ROAD NORTH CANTON, OH 44720			EVP, Global Operations	

Signatures

Chad F. Hesse, Att'y.-in-fact for George S.
Mayes, Jr.

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) Number of 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.
- (5) Reflects delivery of performance shares earned for performance period 2007-2009 under the Equity and Performance Incentive Plan, as amended, and withholding of shares pursuant to tax withholding right.
- (6) Number includes restricted stock units
- (7) 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.

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.