

DIEBOLD INC  
Form 4  
February 09, 2015

**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 \*  
Mayes George S JR

(Last) (First) (Middle)

C/O 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)  
02/05/2015

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)  
EVP & Chief Operating Officer

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Shares	02/05/2015		A	8,659 (1)	\$ 32.33 63,042 (2)	D	
Common Shares	02/08/2015		F	1,544 (3)	\$ 32.9 61,498 (2)	D	
Common Stock					5,461 (4)	I	401(k)

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

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SEC 1474  
(9-02)

displays a currently valid OMB control number.

**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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option <u>(5)</u>	\$ 34.13					02/12/2015	02/12/2024	Common Stock	62
Non-Qualified Stock Option <u>(5)</u>	\$ 24.79					02/11/2010	02/11/2019	Common Stock	3,
Non-Qualified Stock Option <u>(5)</u>	\$ 34.89					02/08/2013	02/08/2022	Common Stock	25
Non-Qualified Stock Option <u>(5)</u>	\$ 32.67					02/10/2012	02/10/2021	Common Stock	20
Non-Qualified Stock Option <u>(5)</u>	\$ 47.27					02/14/2008	02/14/2017	Common Stock	9,
Non-Qualified Stock Option <u>(5)</u>	\$ 27.88					02/11/2011	02/11/2020	Common Stock	7,
Non-Qualified Stock Option <u>(5)</u>	\$ 29.87					02/06/2014	02/06/2023	Common Stock	44
Non-Qualified Stock Option <u>(5)</u>	\$ 39.43					02/20/2007	02/20/2016	Common Stock	8,
Non-Qualified Stock Option <u>(5)</u>	\$ 32.33	02/05/2015		A	73,553	02/05/2016	02/05/2025	Common Shares	73

## 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 & Chief Operating Officer	

## Signatures

Chad F. Hesse, Attorney-in-fact for George S. Mayes, Jr.	02/09/2015
**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) Award of restricted stock units; each restricted stock unit represents a contingent right to receive one share of Diebold Incorporated common stock.
  - (2) Number includes restricted stock units.
  - (3) Shares withheld pursuant to exercise of tax withholding right under the 1991 Equity and Performance Incentive Plan - Restricted Share Award
  - (4) Number of 401(k) shares owned as of most current statement; fractional shares omitted.
  - (5) 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. 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.