

Mayes George S JR
Form 4
February 21, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(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)
02/16/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP, Global Operations

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock				(A) or (D)	Price		
			Code	V	Amount		
Common Stock						7,435	I 401(k) ⁽¹⁾
Common Stock						943	I ESPP ⁽²⁾
Common Stock	02/16/2012		M	10,000	A \$ 25.53	43,038 ⁽³⁾	D
Common Stock	02/16/2012		M	11,250	A \$ 24.79	54,288 ⁽³⁾	D
Common Stock	02/16/2012		M	7,500	A \$ 27.88	61,788 ⁽³⁾	D

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Common Stock 02/16/2012 S 25,854 A \$ 38.0372 35,934 ⁽³⁾ 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)

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	02/16/2012		M	10,000	02/13/2009 02/12/2018	Common Stock 10,000
Non-qualified Stock Option	\$ 24.79	02/16/2012		M	11,250	02/11/2010 02/10/2019	Common Stock 11,250
Non-qualified Stock Option	\$ 27.88	02/16/2012		M	7,500	02/11/2011 02/10/2020	Common Stock 7,500
Non-qualified Stock Option	\$ 32.67					02/10/2012 02/09/2021	Common Stock 20,000
Non-qualified Stock Option	\$ 34.89					02/08/2013 02/07/2022	Common Stock 25,000

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.

02/21/2012

__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) 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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