

Mayes George S JR
Form 4
February 21, 2012

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 *
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)
02/16/2012

___ 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)
 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) Price	7,435	I	401(k) ⁽¹⁾
Common Stock				(A) Price	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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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)	8. 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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