

DIEBOLD INC
 Form S-8
 September 21, 2009

As filed with the Securities and Exchange Commission on September 21, 2009

Registration No. 333-

**UNITED STATES
 SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, DC 20549
 FORM S-8
 REGISTRATION STATEMENT
 UNDER THE SECURITIES ACT OF 1933
 DIEBOLD, INCORPORATED
 (Exact Name of Registrant as Specified in Its Charter)**

OHIO
 (State or Other Jurisdiction
 of Incorporation or Organization)

34-0183970
 (I.R.S. Employer Identification No.)

5995 Mayfair Road, P.O. Box 3077, North Canton, Ohio 44720-8077
 (Address of Principal Executive Offices Including Zip Code)

DIEBOLD, INCORPORATED 401(k) SAVINGS PLAN
 (Full Title of the Plan)

Warren W. Dettinger, Esq.
 Vice President and General Counsel
 Diebold, Incorporated
 5995 Mayfair Road
 North Canton, Ohio 44720

(Name and Address of Agent For Service)
 (330) 490-4000

(Telephone Number, Including Area Code, of Agent For Service)

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer Accelerated Filer Non-Accelerated Filer Smaller Reporting Company
 (Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share ⁽²⁾	Proposed Maximum Aggregate Offering Price ⁽²⁾	Amount of Registration Fee
Common Stock, par value \$1.25 per share	2,500,000	\$ 31.76	\$79,400,000	\$4,430.52

(1) Pursuant to Rule 416(c) of the Securities Act

of 1933 (the Securities Act), this Registration Statement also covers an indeterminate number of interests to be offered or sold pursuant to the Plan.

- (2) Estimated solely for calculating the amount of the registration fee, pursuant to paragraphs (c) and (h) of Rule 457 of the General Rules and Regulations under the Securities Act, on the basis of the average of the high and low sale prices of the Common Stock on the New York Stock Exchange on September 14, 2009, within five business days prior to filing.
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The contents of the registration statement on Form S-8 (Registration No. 33-54677), as filed with the Securities and Exchange Commission on July 22, 1994, to register shares of common stock, par value \$1.25 per share (the Common Stock), of Diebold, Incorporated, an Ohio corporation (the Registrant), to be issued under the Diebold, Incorporated 401(k) Savings Plan (the Plan), are hereby incorporated by reference in this Registration Statement. This Registration Statement on Form S-8 is filed for the purpose of registering the sale of an additional 2,500,000 shares of Common Stock under the Plan.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

Exhibit Number	Description
4(a)	Amended and Restated Articles of Incorporation of the Registrant (filed as Exhibit 3.1(i) to the Registrant's Annual Report on Form 10-K for the year ended December 31, 1994, and incorporated herein by reference (File No. 001-04879)).
4(b)	Certificate of Amendment by Shareholders to Amended Articles of Incorporation of the Registrant (filed as Exhibit 3.2 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 1996, and incorporated herein by reference (File No. 001-04879)).
4(c)	Certificate of Amendment to Amended Articles of Incorporation of the Registrant (filed as Exhibit 3.3 to Registrant's Annual Report on Form 10-K for the year ended December 31, 2008, and incorporated herein by reference (File No. 001-04879)).
4(d)	Code of Regulations of the Registrant (filed as Exhibit 3.1(ii) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2007, and incorporated herein by reference (File No. 001-04879)).
4(e)	Diebold, Incorporated 401(k) Savings Plan (filed as Exhibit 4(c) to the Registrant's Registration Statement on Form S-8, filed July 22, 1994, and incorporated herein by reference (Registration Statement No. 33-54677)).
4(f)	Amendment No. 1 to Diebold, Incorporated 401(k) Savings Plan, amended and restated effective January 1, 1991 (filed as Exhibit 4(d) to the Registrant's Registration Statement on Form S-8, filed July 22, 1994, and incorporated herein by reference (Registration No. 33-54677)).
4(g)	Amendment No. 2 to Diebold, Incorporated 401(k) Savings Plan, amended and restated effective January 1, 1991 (filed as Exhibit 4(e) to the Registrant's Registration Statement on Form S-8, filed July 22, 1994, and incorporated herein by reference (Registration No. 33-54677)).
4(h)	Amendment No. 3 to Diebold, Incorporated 401(k) Savings Plan, amended and restated effective January 1, 1991 (filed as Exhibit 4(f) to the Registrant's Registration Statement on Form S-8, filed July 22, 1994, and incorporated herein by reference (Registration No. 33-54677)).
23(a)	Consent of KPMG LLP.
23(b)	Consent of Bober, Markey, Fedorovich & Company.
24	Power of Attorney.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of North Canton, State of Ohio on September 21, 2009.

DIEBOLD, INCORPORATED

By: /s/ Warren W. Dettinger
Warren W. Dettinger
Vice President and General Counsel

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated as of September 21, 2009.

Signature	Title
/s/ Thomas W. Swidarski Thomas W. Swidarski	President, Chief Executive Officer and Director (Principal Executive Officer)
/s/ Leslie A. Pierce Leslie A. Pierce	Vice President, Interim Chief Financial Officer and Controller (Principal Financial and Accounting Officer)
/s/ John N. Lauer John N. Lauer	Director
/s/ Phillip R. Cox Phillip R. Cox	Director
/s/ Richard R. Crandall Richard R. Crandall	Director
/s/ Gale S. Fitzgerald Gale S. Fitzgerald	Director
/s/ Phillip B. Lassiter Phillip B. Lassiter	Director
/s/ Eric J. Roorda Eric J. Roorda	Director

/s/ Henry D. G. Wallace

Director

Henry D. G. Wallace

/s/ Alan J. Weber

Director

Alan J. Weber

* This registration statement has been signed on behalf of the above officers and directors pursuant to a power of attorney filed as Exhibit 24 to this registration statement.

DATED: September 21, 2009

By: /s/ Warren W. Dettinger
Warren W. Dettinger
Attorney-in-Fact

The Plan. Pursuant to the requirements of the Securities Act, the trustees (or other persons who administer the employee benefit plan) have duly caused this registration statement to be signed on their behalf by the undersigned, thereunto duly authorized, in the city of North Canton, State of Ohio, on September 21, 2009.

**DIEBOLD, INCORPORATED 401(k)
SAVINGS PLAN**

**By its Plan Administrator:
Diebold, Incorporated Benefits Committee**

By: /s/ Sheila M. Rutt
Sheila M. Rutt

EXHIBIT INDEX

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