

Chapman Christopher A.
 Form 4
 February 06, 2018

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 *
 Chapman Christopher A.

2. Issuer Name and Ticker or Trading Symbol
 DIEBOLD NIXDORF, Inc [DBD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O DIEBOLD NIXDORF,
 INCORPORATED, 5995 MAYFAIR
 ROAD

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/03/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Interim CEO and CFO

(Street)
 NORTH CANTON, OH 44720

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

(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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock					299	I	401(k) ⁽¹⁾
Common Shares	02/03/2018		F		1,270 ⁽²⁾	D	\$ 17.5 48,214 ⁽³⁾

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

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SEC 1474 (9-02)

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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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option <u>(4)</u>	\$ 47.27					02/14/2008	02/13/2017	Common Stock	1,250
Non-Qualified Stock Option <u>(4)</u>	\$ 24.79					02/11/2010	02/10/2019	Common Stock	1,250
Non-Qualified Stock Option <u>(4)</u>	\$ 27.88					02/11/2011	02/10/2020	Common Stock	2,500
Non-Qualified Stock Option <u>(4)</u>	\$ 32.67					02/10/2012	02/09/2021	Common Stock	7,000
Non-Qualified Stock Option <u>(4)</u>	\$ 34.89					02/08/2013	02/07/2022	Common Stock	9,500
Non-Qualified Stock Option <u>(5)</u>	\$ 29.87					02/06/2014	02/05/2023	Common Stock	7,540
Non-Qualified Stock Option <u>(5)</u>	\$ 34.13					02/12/2015	02/11/2024	Common Stock	10,166
Non-Qualified Stock Option <u>(5)</u>	\$ 32.33					02/05/2016	02/04/2025	Common Shares	37,445
Non-Qualified Stock Option <u>(5)</u>	\$ 27.39					02/03/2017	02/02/2026	Common Shares	55,866
Non-Qualified Stock Options <u>(5)</u>	\$ 26.6					02/08/2018	02/07/2027	Common Shares	75,658

Non-Qualified
 Stock Option \$ 18.75 02/01/2019 02/01/2028 Common Shares 39,572
(6)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chapman Christopher A. C/O DIEBOLD NIXDORF, INCORPORATED 5995 MAYFAIR ROAD NORTH CANTON, OH 44720			Interim CEO and CFO	

Signatures

Mary M. Swann, Attorney-in-fact for Christopher A. Chapman	02/06/2018
<u> </u> 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) Shares withheld pursuant to exercise of tax withholding right under the 2017 Equity and Performance Incentive Plan - Restricted Share Award
- (3) Number includes restricted stock units.
- (4) 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.
- (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.
- (6) Granted under the 2017 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.