Mayes George S JR Form 4 February 15, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Mayes George S JR

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

DIEBOLD INC [DBD]

(Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify

C/O DIEBOLD. INCORPORATED, 5995 MAYFAIR

02/13/2008

below)

ROAD

(Street)

(State)

(Zip)

SVP, Global Mfg. & Supply Chain

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NORTH CANTON, OH 44720

(City)

		1 401	CI-Mon-D	ciivative se	cuintes	s Acqu	in cu, Disposcu oi	, or belieficial	y Owneu
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)		oosed of and 5) (A) or		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							1,382	I	401(k) (1)
Common Stock	02/13/2008		A	290 <u>(2)</u> A	4 \$ 25	5.53	8,047	D	
Common Stock	02/13/2008		F	125 <u>(2)</u> I	S \$ 25	5.53	7,922 (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)

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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 or 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 Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Nun of S
Non-qualified Stock Option	\$ 55.23					02/10/2006	02/09/2015	Common Stock	3,0
Non-qualified Stock Option	\$ 39.43					02/20/2007	02/19/2016	Common Stock	8,0
Non-qualified Stock Option	\$ 47.27					02/14/2008	02/13/2017	Common Stock	9,5
Non-qualified Stock Option	\$ 25.53	02/13/2008		A	10,000	02/13/2009	02/12/2018	Common Stock	10,

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Mayes George S JR C/O DIEBOLD, INCORPORATED 5995 MAYFAIR ROAD

SVP, Global Mfg. & Supply Chain

NORTH CANTON, OH 44720

Signatures

(2)

Chad F. Hesse, Att'y.-in-fact for George S. Mayes, Jr. 02/15/2008

**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.

Reporting Owners 2

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Reflects delivery of performance shares earned for performance period 1/26/2005-1/29/2008 under the 1991 Equity and Performance Incentive Plan, as amended, and withholding of shares pursuant to tax withholding right.

- (3) Number includes restricted stock units and shares acquired under the Diebold, Incorporated Employee Stock Purchase Plan
- 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.

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.