

SWIDARSKI THOMAS W
Form 4
February 09, 2009

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 *
SWIDARSKI THOMAS W

(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)
02/05/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President & CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 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	02/05/2009		A		700 ⁽²⁾	A	\$ 22.86 52,477 D
Common Stock	02/05/2009		F		357 ⁽²⁾	D	\$ 22.86 52,120 D
Common Stock	02/05/2009		G	V	343	D	\$ 0 51,777 ⁽³⁾ D
Common Stock	02/05/2009		G	V	343	A	\$ 0 8,807 I By Wife

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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Non-qualified Stock Option	\$ 22.88					01/27/2001 01/26/2010	Common Stock 1,500
Non-qualified Stock Option	\$ 28.69					02/07/2002 02/06/2011	Common Stock 8,000
Non-qualified Stock Option	\$ 36.59					02/06/2003 02/05/2012	Common Stock 15,000
Non-qualified Stock Option	\$ 36.31					02/05/2004 02/04/2013	Common Stock 20,000
Non-qualified Stock Option	\$ 53.1					02/11/2005 02/10/2014	Common Stock 25,000
Non-qualified Stock Option	\$ 55.23					02/10/2006 02/09/2015	Common Stock 22,900
Non-qualified Stock Option	\$ 37.87					(4) 12/11/2012	Common Stock 150,000
Non-qualified Stock Option	\$ 25.53					02/13/2009 02/12/2018	Common Stock 120,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SWIDARSKI THOMAS W C/O DIEBOLD, INCORPORATED 5995 MAYFAIR ROAD	X		President & CEO	

NORTH CANTON, OH 44720

Signatures

J. Wm. Sekula, Att'y.-in-fact for Thomas W.
Swidarski

02/09/2009

__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) Reflects delivery of performance shares earned for performance period 2/6/2002-2/5/2009 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
75,000 of these options became exercisable when the stock traded at \$50/share or higher for 20 consecutive trading days in July 2007, and
- (4) the second 75,000 will become exercisable when the stock trades at \$60/share or higher for 20 consecutive trading days. All remaining options will become exercisable on the sixth anniversary date of the award.

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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