

WARREN ROBERT J  
Form 4  
February 13, 2009

**FORM 4**

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

OMB APPROVAL

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**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 \*  
WARREN ROBERT J

(Last) (First) (Middle)

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)

02/11/2009

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)  
VP, CorpDev & Finance

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 (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                    |                                      |  |                                |   | 2,592   | I  | 401(k) <sup>(1)</sup>                                 |
| Common Stock                    | 02/11/2009                           |  | A                              | 2,850 <sup>(2)</sup>  | A \$ 24.79  | 45,328   | D   |
| Common Stock                    | 02/11/2009                           |  | F                              | 1,310 <sup>(2)</sup>  | D \$ 24.79  | 44,018   | D   |
| Common Stock                    | 02/11/2009                           |  | G                              | V 1,540   | D \$ 0  | 42,478 <sup>(3)</sup>                                    | D   |
| Common Stock                    | 02/11/2009                           |  | G                              | V 1,540   | A \$ 0  | 12,541   | 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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**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) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Non-Qualified Stock Option                 | \$ 22.88   |                                      |  |                                |   | 01/27/2001   | 01/26/2010  | Common Stock               | 7,500                      |
| Non-Qualified Stock Option                 | \$ 28.69   |                                      |  |                                |   | 02/07/2002   | 02/06/2011  | Common Stock               | 12,000                     |
| Non-Qualified Stock Option                 | \$ 36.59   |                                      |  |                                |   | 02/06/2003   | 02/05/2012  | Common Stock               | 10,000                     |
| Non-Qualified Stock Option                 | \$ 36.31   |                                      |  |                                |   | 02/05/2004   | 02/04/2013  | Common Stock               | 10,000                     |
| Non-Qualified Stock Option                 | \$ 53.1  |                                      |  |                                |   | 02/11/2005   | 02/10/2014  | Common Stock               | 7,000                      |
| Non-Qualified Stock Option                 | \$ 55.23   |                                      |  |                                |   | 02/10/2006   | 02/09/2015  | Common Stock               | 6,600                      |
| Non-Qualified Stock Option                 | \$ 39.43   |                                      |  |                                |   | 02/20/2007   | 02/19/2016  | Common Stock               | 7,000                      |
| Non-Qualified Stock Option                 | \$ 47.27   |                                      |  |                                |   | 02/14/2008   | 02/13/2017  | Common Stock               | 6,500                      |
| Non-Qualified Stock Option                 | \$ 25.53   |                                      |  |                                |   | 02/13/2009   | 02/12/2018  | Common Stock               | 6,500                      |
| Non-Qualified Stock Option<br>(4)          | \$ 24.79   | 02/11/2009                           |  | A                              | 7,000   | 02/11/2010   | 02/10/2019  | Common Stock               | 7,000                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| WARREN ROBERT J<br>DIEBOLD, INCORPORATED<br>5995 MAYFAIR ROAD<br>NORTH CANTON, OH 44720 |               |           | VP, CorpDev & Finance |       |

## Signatures

|   |            |
|---|------------|
| Chad F. Hesse, Att'y.-in-fact for Robert J.<br>Warren | 02/13/2009 |
| <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 recent statement; fractional shares have been omitted.
- (2) Reflects delivery of performance shares earned for performance period 2006-2008 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
- (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.

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.