

SWIDARSKI THOMAS W

Form 4

February 13, 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  
Number: 3235-0287  
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2005  
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response... 0.5

(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)  
02/11/2009

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☐X\_ 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	02/11/2009		A		22,800 (2)	A	\$ 24.79 74,577 D
Common Stock	02/11/2009		F		10,203 (2)	D	\$ 24.79 64,373 D
Common Stock	02/11/2009		G	V	12,597	D	\$ 0 51,777 (3) D
Common Stock	02/11/2009		G	V	12,597	A	\$ 0 21,404 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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SEC 1474  
(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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount (Shares)
Non-qualified Stock Option	\$ 22.88							01/27/2001	01/26/2010	Common Stock	1
Non-qualified Stock Option	\$ 28.69							02/07/2002	02/06/2011	Common Stock	8
Non-qualified Stock Option	\$ 36.59							02/06/2003	02/05/2012	Common Stock	1
Non-qualified Stock Option	\$ 36.31							02/05/2004	02/04/2013	Common Stock	2
Non-qualified Stock Option	\$ 53.1							02/11/2005	02/10/2014	Common Stock	2
Non-qualified Stock Option	\$ 55.23							02/10/2006	02/09/2015	Common Stock	2
Non-qualified Stock Option	\$ 37.87							(4)	12/11/2012	Common Stock	15
Non-qualified Stock Option	\$ 25.53							02/13/2009	02/12/2018	Common Stock	12
Non-qualified Stock Option (5)	\$ 24.79	02/11/2009		A		150,000		02/11/2010	02/10/2019	Common Stock	15

## 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

Chad F. Hesse, Att'y.-in-fact for Thomas W.  
Swidarski

02/13/2009

\_\_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 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  
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.
- (5) 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.  
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