

Heyden Olaf Robert
Form 4
March 05, 2019

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 *
Heyden Olaf Robert

(Last) (First) (Middle)

C/O DIEBOLD NIXDORF,
INCORPORATED, 5995 MAYFAIR
RD.

(Street)

NORTH CANTON, OH 44720

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/04/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
SVP, Services

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 (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)
			Code	V	Amount	(A) or (D) Price		
Common Shares	03/04/2019		P		1,000	A \$ 8.89 <u>(1)</u>	1,000	I By Spouse
Common Shares	03/04/2019		P		5,070	A \$ 8.98 <u>(2)</u>	124,272 <u>(3)</u>	D
Common Shares	03/04/2019		P		5,060	A \$ 9.02 <u>(4)</u>	129,332 <u>(3)</u>	D
Common	03/04/2019		P		9,870	A \$	139,202 ⁽³⁾	D

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Shares 9.07
(5)

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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-Qualified Stock Options (6)	\$ 26.6					02/08/2018 02/07/2027	Common Shares 49,650
Non-Qualified Stock Option (7)	\$ 18.75					02/01/2019 02/01/2028	Common Shares 30,278
Non-Qualified Stock Option (7)	\$ 4.08					01/29/2020 01/29/2029	Common Shares 47,407

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Heyden Olaf Robert
C/O DIEBOLD NIXDORF, INCORPORATED
5995 MAYFAIR RD.
NORTH CANTON, OH 44720

SVP, Services

Signatures

Jonathan B. Leiken, Attorney in fact for Olaf R
Heyden

03/05/2019

__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) Original purchase price was EUR 7.82. USD amount based on the currency exchange rate for purchase date.
- (2) Original purchase price was EUR 7.90. USD amount based on the currency exchange rate for purchase date.
- (3) Number includes restricted stock units.
- (4) Original purchase price was EUR 7.94. USD amount based on the currency exchange rate for purchase date.
- (5) Original purchase price was EUR 7.98. USD amount based on the currency exchange rate for purchase date.
- (6) 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.
- (7) 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.

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