

DIEBOLD INC
Form 4
February 17, 2015

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 *
Mayes George S JR

(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)
02/12/2015

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)
EVP & Chief Operating Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | | | | | 5,461 ⁽¹⁾ | I | 401(k) |
| Common Shares | 02/12/2015 | | A | | 11,817 ⁽²⁾ | A | \$ 34.75 73,315 ⁽³⁾ |
| Common Shares | 02/12/2015 | | F | | 5,452 ⁽²⁾ | D | \$ 34.75 67,863 ⁽³⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form

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(9-02)

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 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 Option <u>(4)</u> | \$ 39.43 | | | | | 02/20/2007 | 02/20/2016 | Common Stock | 8,000 |
| Non-Qualified Stock Option <u>(4)</u> | \$ 47.27 | | | | | 02/14/2008 | 02/14/2017 | Common Stock | 9,500 |
| Non-Qualified Stock Option <u>(4)</u> | \$ 24.79 | | | | | 02/11/2010 | 02/11/2019 | Common Stock | 3,750 |
| Non-Qualified Stock Option <u>(4)</u> | \$ 27.88 | | | | | 02/11/2011 | 02/11/2020 | Common Stock | 7,500 |
| Non-Qualified Stock Option <u>(4)</u> | \$ 32.67 | | | | | 02/10/2012 | 02/10/2021 | Common Stock | 20,000 |
| Non-Qualified Stock Option <u>(4)</u> | \$ 34.89 | | | | | 02/08/2013 | 02/08/2022 | Common Stock | 25,000 |
| Non-Qualified Stock Option <u>(4)</u> | \$ 29.87 | | | | | 02/06/2014 | 02/06/2023 | Common Stock | 44,379 |
| Non-Qualified Stock Option <u>(4)</u> | \$ 34.13 | | | | | 02/12/2015 | 02/12/2024 | Common Stock | 62,405 |
| Non-Qualified Stock Option <u>(4)</u> | \$ 32.33 | | | | | 02/05/2016 | 02/05/2025 | Common Shares | 73,553 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Mayes George S JR C/O DIEBOLD, INCORPORATED 5995 MAYFAIR ROAD NORTH CANTON, OH 44720 | | | EVP & Chief Operating Officer | |

Signatures

| | |
|---|---------------------|
| Chad F. Hesse, Attorney-in-fact for George S. Mayes, Jr. | 02/17/2015 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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 2014 under the 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 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. 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.