

HILLOCK MICHAEL J
Form 4
May 25, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HILLOCK MICHAEL J

2. Issuer Name and Ticker or Trading Symbol
DIEBOLD INC [DBD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/23/2006

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

President, International

C/O DIEBOLD, INCORPORATED, 5995 MAYFAIR ROAD

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NORTH CANTON, OH 44720

(City) (State) (Zip)

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				(A) or (D)	Price		
Common Stock				Code V	Amount		
Common Stock	05/23/2006		S	1,000	D \$ 43.17	40,528	D
Common Stock	05/23/2006		S	1,000	D \$ 43.13	39,528	D
Common Stock	05/23/2006		S	1,000	D \$ 43.04	38,528	D
						2,594	I 401(k) (1)
						20,961	I By Wife

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Common Stock	05/23/2006	S	1,000	D	\$ 43.02	37,528	D
Common Stock	05/23/2006	S	1,000	D	\$ 43.05	36,528	D
Common Stock	05/23/2006	S	1,000	D	\$ 43.08	35,528	D
Common Stock	05/24/2006	M	25,000	A	\$ 34.813	60,528	D
Common Stock	05/24/2006	S	25,000	D	\$ 43.2361	35,528 ⁽²⁾	D

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Am or Num of S
Non-Qualified Stock Option	\$ 47.532					01/29/1999 01/28/2008	Common Stock 9,
Non-Qualified Stock Option	\$ 34.813	05/24/2006		M	25,000	01/28/2000 01/27/2009	Common Stock 25
Non-Qualified Stock Option	\$ 22.88					01/27/2001 01/26/2010	Common Stock 35
Non-Qualified Stock Option	\$ 28.69					02/07/2002 02/06/2011	Common Stock 25
Non-Qualified Stock Option	\$ 36.59					02/06/2003 02/05/2012	Common Stock 25
Non-Qualified Stock Option	\$ 36.31					02/05/2004 02/04/2013	Common Stock 25
Non-Qualified Stock Option	\$ 53.1					02/11/2005 02/10/2014	Common Stock 25

Non-qualified
Stock Option \$ 55.23

02/10/2006 02/09/2015 Common
Stock 23

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HILLOCK MICHAEL J C/O DIEBOLD, INCORPORATED 5995 MAYFAIR ROAD NORTH CANTON, OH 44720			President, International	

Signatures

J.Wm.Sekula, Att'y.-in-fact for Michael J.
Hillock 05/25/2006

__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 omitted.
- (2) Number includes restricted stock units

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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