

Mayes George S JR  
 Form 4  
 February 21, 2012

**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

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)  
 02/16/2012

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

C/O DIEBOLD, INCORPORATED, 5995 MAYFAIR ROAD

EVP, Global Operations

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

NORTH CANTON, OH 44720

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(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) Price	7,435	I	401(k) <sup>(1)</sup>
Common Stock				(A) Price	943	I	ESPP <sup>(2)</sup>
Common Stock	02/16/2012		M	10,000 A \$ 25.53	43,038 <sup>(3)</sup>	D	
Common Stock	02/16/2012		M	11,250 A \$ 24.79	54,288 <sup>(3)</sup>	D	
Common Stock	02/16/2012		M	7,500 A \$ 27.88	61,788 <sup>(3)</sup>	D	

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Common Stock 02/16/2012 S 25,854 A \$ 38.0372 35,934 <sup>(3)</sup> D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of S
Non-qualified Stock Option	\$ 55.23					02/10/2006 02/09/2015	Common Stock 3,0
Non-qualified Stock Option	\$ 39.43					02/20/2007 02/19/2016	Common Stock 8,0
Non-qualified Stock Option	\$ 47.27					02/14/2008 02/13/2017	Common Stock 9,5
Non-qualified Stock Option	\$ 25.53	02/16/2012		M	10,000	02/13/2009 02/12/2018	Common Stock 10,0
Non-qualified Stock Option	\$ 24.79	02/16/2012		M	11,250	02/11/2010 02/10/2019	Common Stock 11,0
Non-qualified Stock Option	\$ 27.88	02/16/2012		M	7,500	02/11/2011 02/10/2020	Common Stock 7,5
Non-qualified Stock Option	\$ 32.67					02/10/2012 02/09/2021	Common Stock 20,0
Non-qualified Stock Option	\$ 34.89					02/08/2013 02/07/2022	Common Stock 25,0

## 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, Global  
Operations

## Signatures

Chad F. Hesse, Att'y.-in-fact for George S.  
Mayes, Jr.

02/21/2012

\_\_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) Number of shares acquired under the Diebold, Incorporated Employee Stock Purchase Plan.
  - (3) 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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