

DIEBOLD NIXDORF, Inc
 Form 4
 February 16, 2017

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 *
Mattes Andreas W

(Last) (First) (Middle)

**C/O DIEBOLD NIXDORF,
 INCORPORATED, 5995 MAYFAIR
 ROAD**

(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)
02/14/2017

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)
CEO

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)
Common Shares	02/14/2017		A	(A) V Amount 48,466 (1)	\$ 29.25	215,713 (2)	D
Common Shares	02/14/2017		F	(A) V Amount 23,696 (1)	\$ 29.25	192,017 (2)	D
Common Shares	02/14/2017		A	(A) V Amount 30,471 (3)	\$ 29.25	222,488 (2)	D
Common Shares	02/14/2017		F	(A) V Amount 14,898 (3)	\$ 29.25	207,590 (2)	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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Non-Qualified Stock Option <u>(4)</u>	\$ 31.92					06/06/2014	06/05/2023	Common Stock	98,082
Non-Qualified Stock Option <u>(4)</u>	\$ 34.13					02/12/2015	02/11/2024	Common Stock	154,760
Non-Qualified Stock Option <u>(4)</u>	\$ 32.33					02/05/2016	02/04/2025	Common Shares	200,000
Non-Qualified Stock Option <u>(4)</u>	\$ 27.39					02/03/2017	02/02/2026	Common Shares	200,000
Non-Qualified Stock Options <u>(4)</u>	\$ 26.6					02/08/2018	02/07/2027	Common Shares	200,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mattes Andreas W C/O DIEBOLD NIXDORF, INCORPORATED 5995 MAYFAIR ROAD NORTH CANTON, OH 44720	X		CEO	

Signatures

Mary M. Swann, Attorney-in-Fact for Andreas W.
Mattes

02/16/2017

__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) Reflects delivery of shares earned under the 2015-2016 performance-based deferred shares award and withholding of shares pursuant to tax withholding right.
- (2) Number includes restricted stock units.
- (3) Reflects delivery of shares earned under the 2015-2016 Transformation Grant and withholding of shares pursuant to tax withholding right.
- (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.