

Hesse Chad F  
 Form 4  
 February 21, 2012

**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 \*  
 Hesse Chad F

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)  
 VP General Counsel & Secretary

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount (D) or Price (A)   |  |   |
| Common Stock                    |                                      |  |                                |   | 272   | I  | 401(k) <sup>(1)</sup>                                 |
| Common Stock                    | 02/16/2012                           |  | M                              |   | 1,250 A \$ 25.53  | D  | 9,918 <sup>(2)</sup>                                  |
| Common Stock                    | 02/16/2012                           |  | M                              |   | 2,250 A \$ 24.79  | D  | 12,168 <sup>(2)</sup>                                 |
| Common Stock                    | 02/16/2012                           |  | M                              |   | 1,500 A \$ 27.88  | D  | 13,668 <sup>(2)</sup>                                 |
| Common Stock                    | 02/16/2012                           |  | S                              |   | 4,000 D \$ 38.0206  | D  | 9,668 <sup>(2)</sup>                                  |

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-qualified Stock Option                 | \$ 47.27   |                                      |  |                                |   | 02/14/2008 02/13/2017                                    | Common Stock  | 700                        |
| Non-qualified Stock Option                 | \$ 25.53   | 02/16/2012                           |  | M                              | 1,250   | 02/13/2009 02/12/2018                                    | Common Stock  | 1,250                      |
| Non-qualified Stock Option                 | \$ 24.79   | 02/16/2012                           |  | M                              | 2,250   | 02/11/2010 02/10/2019                                    | Common Stock  | 2,250                      |
| Non-qualified Stock Option                 | \$ 27.88   | 02/16/2012                           |  | M                              | 1,500   | 02/11/2011 02/10/2020                                    | Common Stock  | 1,500                      |
| Non-qualified Stock Option                 | \$ 32.67   |                                      |  |                                |   | 02/10/2012 02/09/2021                                    | Common Stock  | 5,000                      |
| Non-qualified Stock Option                 | \$ 34.89   |                                      |  |                                |   | 02/08/2013 02/07/2022                                    | Common Stock  | 9,500                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| Hesse Chad F<br>C/O DIEBOLD, INCORPORATED<br>5995 MAYFAIR ROAD<br>NORTH CANTON, OH 44720 |               |           | VP General Counsel & Secretary |       |

## Signatures

Chad F. Hesse

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 includes restricted stock units.

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