

Mayes George S JR
Form 4
February 14, 2011

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 *
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)
02/10/2011

___ 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)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | | | | | 7,176 | I | 401(k) ⁽¹⁾ |
| Common Stock | | | | | 943 | I | ESPP ⁽²⁾ |
| Common Stock | 02/10/2011 | | A | | 4,500 ⁽³⁾ | A | \$ 0 23,970 ⁽⁴⁾ D |

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

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SEC 1474 (9-02)

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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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Non-qualified Stock Option | \$ 55.23 | | | | | 02/10/2006 | 02/09/2015 | Common Stock | 3,000 |
| Non-qualified Stock Option | \$ 39.43 | | | | | 02/20/2007 | 02/19/2016 | Common Stock | 8,000 |
| Non-qualified Stock Option | \$ 47.27 | | | | | 02/14/2008 | 02/13/2017 | Common Stock | 9,500 |
| Non-qualified Stock Option | \$ 25.53 | | | | | 02/13/2009 | 02/12/2018 | Common Stock | 10,000 |
| Non-qualified Stock Option | \$ 24.79 | | | | | 02/11/2010 | 02/10/2019 | Common Stock | 15,000 |
| Non-qualified Stock Option | \$ 27.88 | | | | | 02/11/2011 | 02/10/2020 | Common Stock | 15,000 |
| Non-qualified Stock Option (5) | \$ 32.67 | 02/10/2011 | | A | 20,000 | 02/10/2012 | 02/09/2021 | Common Stock | 20,000 |

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.

02/14/2011

**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) Award of restricted stock units; each restricted stock unit represents a contingent right to receive one share of Diebold, Incorporated common stock.
- (4) Number includes restricted stock units.
- (5) Granted under the 1991 Equity and Performance Incentive Plan; option is generally exercisable in annual increments of 25% beginning one year from 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.

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