

CHEN JAMES L M  
Form 4  
December 28, 2011

**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 \*  
CHEN JAMES L M

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)  
09/15/2011

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
EVP, Int'l Operations

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	09/15/2011		S	2,000 D	\$ 28.57	65,696 <sup>(1)</sup>	D
Common Stock	09/15/2011		S	4,000 D	\$ 28.62	61,696 <sup>(1)</sup>	D
Common Stock	11/30/2011		S	2,000 D	\$ 30	59,696 <sup>(1)</sup>	D
Common Stock	12/05/2011		S	2,000 D	\$ 30.5	57,696 <sup>(1)</sup>	D
Common Stock	12/06/2011		S	2,000 D	\$ 30	55,696 <sup>(1)</sup>	D

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Common Stock	12/07/2011		S	2,000	D	\$ 30.5	53,696 <sup>(1)</sup>	D
Common Stock	12/08/2011		S	2,000	D	\$ 31	51,696 <sup>(1)</sup>	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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable      Expiration Date	Title      Amount or Number of Shares
Non-Qualified Stock Option	\$ 36.59					02/06/2003      02/05/2012	Common Stock      7,500
Non-Qualified Stock Option	\$ 36.31					02/05/2004      02/04/2013	Common Stock      10,000
Non-Qualified Stock Option	\$ 53.1					02/11/2005      02/10/2014	Common Stock      8,000
Non-Qualified Stock Option	\$ 55.23					02/10/2006      02/09/2015	Common Stock      8,000
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 \$ 32.67

02/10/2012 02/09/2021

Common  
Stock 15,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHEN JAMES L M C/O DIEBOLD, INCORPORATED 5995 MAYFAIR ROAD NORTH CANTON, OH 44720			EVP, Int'l Operations	

## Signatures

Chad F. Hesse, Att'y.-in-fact for James L.M. Chen	12/28/2011
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\_\_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 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. 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.