

DIEBOLD INC
Form 4
May 30, 2006

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 *
WARREN ROBERT J

(Last) (First) (Middle)

**DIEBOLD, INCORPORATED, 5995
MAYFAR ROAD**

(Street)

NORTH CANTON, OH 44720

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DIEBOLD INC [DBD]

3. Date of Earliest Transaction
(Month/Day/Year)
05/25/2006

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)
VP & Treasurer

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					2,430	I	401(k) ⁽¹⁾
Common Stock					8,707	I	By Wife
Common Stock	05/25/2006		M	2,500 A	\$ 22.88 45,728	D	
Common Stock	05/25/2006		S	500 D	\$ 43.38 45,228	D	
Common Stock	05/25/2006		S	100 D	\$ 43.2 45,128	D	

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Common Stock	05/25/2006	S	100	D	\$ 43.16	45,028	D
Common Stock	05/25/2006	S	200	D	\$ 43.15	44,828	D
Common Stock	05/25/2006	S	200	D	\$ 43.14	44,628	D
Common Stock	05/25/2006	S	200	D	\$ 43.13	44,428	D
Common Stock	05/25/2006	S	200	D	\$ 43.12	44,228	D
Common Stock	05/25/2006	S	300	D	\$ 43.1	43,928	D
Common Stock	05/25/2006	S	300	D	\$ 43.09	43,628	D
Common Stock	05/25/2006	S	100	D	\$ 43.07	43,528	D
Common Stock	05/25/2006	S	200	D	\$ 43.04	43,328	D
Common Stock	05/25/2006	S	100	D	\$ 43.01	43,228 ⁽²⁾	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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option	\$ 34.813					01/28/2000	01/27/2009	Common Stock	10,000
Non-Qualified Stock Option	\$ 22.88	05/25/2006		M	2,500	01/27/2001	01/26/2010	Common Stock	10,000

Non-Qualified Stock Option	\$ 28.69	02/07/2002	02/06/2011	Common Stock	12,0
Non-Qualified Stock Option	\$ 36.59	02/06/2003	02/05/2012	Common Stock	10,0
Non-Qualified Stock Option	\$ 36.31	02/05/2004	02/04/2013	Common Stock	10,0
Non-Qualified Stock Option	\$ 53.1	02/11/2005	02/10/2014	Common Stock	7,0
Non-Qualified Stock Option	\$ 55.23	02/10/2006	02/09/2015	Common Stock	6,6
Non-Qualified Stock Option	\$ 39.43	02/20/2007	02/19/2016	Common Stock	7,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WARREN ROBERT J DIEBOLD, INCORPORATED 5995 MAYFAR ROAD NORTH CANTON, OH 44720			VP & Treasurer	

Signatures

Chad F. Hesse, Att'y.-in-fact for Robert J.
Warren

05/30/2006

__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 recent statement; fractional shares have been omitted.
- (2) 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.