

SWIDARSKI THOMAS W  
Form 4  
February 16, 2010

**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 \*  
SWIDARSKI THOMAS W

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & CEO

(Last) (First) (Middle)

C/O DIEBOLD, INCORPORATED, 5995 MAYFAIR ROAD

3. Date of Earliest Transaction (Month/Day/Year)  
02/11/2010

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

(Street)

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	(A) or (D)	Price
Common Stock					1,531 <sup>(1)</sup>	I	401(k)
Common Stock	02/11/2010		A		20,500 <sup>(2)</sup>	A	\$ 0 73,777
Common Stock	02/11/2010		A		11,000 <sup>(3)</sup>	A	\$ 27.88 84,777
Common Stock	02/11/2010		F		4,945	D	\$ 27.88 79,832
Common Stock	02/11/2010		G	V	6,055	D	\$ 0 73,777

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Common Stock      02/11/2010      G V 6,055 A \$ 0 27,459 I      By Wife

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable      Expiration Date	Title
Non-qualified Stock Option	\$ 28.69					02/07/2002      02/06/2011	Common Stock
Non-qualified Stock Option	\$ 36.59					02/06/2003      02/05/2012	Common Stock
Non-qualified Stock Option	\$ 36.31					02/05/2004      02/04/2013	Common Stock
Non-qualified Stock Option	\$ 53.1					02/11/2005      02/10/2014	Common Stock
Non-qualified Stock Option	\$ 55.23					02/10/2006      02/09/2015	Common Stock
Non-qualified Stock Option	\$ 37.87					(4)      12/11/2012	Common Stock
Non-qualified Stock Option	\$ 25.53					02/13/2009      02/12/2018	Common Stock
Non-qualified Stock Option	\$ 24.79					02/11/2010      02/10/2019	Common Stock
Non-qualified Stock Option (5)	\$ 27.88	02/11/2010		A	127,500	02/11/2011      02/10/2020	Common Stock

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director    10% Owner    Officer    Other

SWIDARSKI THOMAS W  
C/O DIEBOLD, INCORPORATED  
5995 MAYFAIR ROAD  
NORTH CANTON, OH 44720

X

President & CEO

## Signatures

Chad F. Hesse, Att'y.-in-fact for Thomas W.  
Swidarski

02/15/2010

\_\_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) Award of restricted stock units; each restricted stock unit represents a contingent right to receive one share of Diebold, Incorporated common stock.
- (3) Reflects delivery of performance shares earned for performance period 2007-2009 under the Equity and Performance Incentive Plan, as amended, and withholding of shares pursuant to tax withholding right.  
75,000 of these options became exercisable when the stock traded at \$50/share or higher for 20 consecutive trading days in July 2007, and
- (4) the second 75,000 will become exercisable when the stock trades at \$60/share or higher for 20 consecutive trading days. All remaining options will become exercisable on the sixth anniversary date of the award.
- (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. 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.