#### LASSITER PHILLIP B

Form 4/A

February 22, 2006

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005 Estimated average

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response...

1(b).

Common

Common

Stock

Stock

02/17/2006

02/17/2006

(Print or Type Responses)

| 1. Name and A<br>LASSITER            | Symbol                                     | 2. Issuer Name <b>and</b> Ticker or Trading Symbol DIEBOLD INC [DBD] |   |  | 5. Relationship of Reporting Person(s) to Issuer  (Check all applicable) |  |                      |  |
|--------------------------------------|--|--|---|--|--|--|----------------------|--|
|                                      | (First) (N<br>INANCIAL GRO<br>STATE STREET | (Month/I<br>UP, 02/17/2  | 3. Date of Earliest Transaction (Month/Day/Year) 02/17/2006 |  |  | 10%  | Owner<br>er (specify |  |
| NEW YOR                              | Filed(Mo                                   | 4. If Amendment, Date Original Filed(Month/Day/Year) 02/22/2006      |   | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |  |  |                      |  |
| (City)                               | (State)                                    | (Zip) Tab  | le I - Non-I  | Derivative Securities Acq  | uired, Disposed o  | f, or Beneficial   | ly Owned             |  |
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year)    | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year)          | 3.<br>Transactic<br>Code<br>(Instr. 8)                      | 4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)  | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following         | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) |                      |  |

Code V Amount

1,000

842

M

F

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Reported

9,613

8,771

Transaction(s) (Instr. 3 and 4)

D

D

(A)

(D)

D

Price

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# $\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. Number conf 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 Amour Underlying Securit (Instr. 3 and 4) |                                 |
|---|---|--------------------------------------|---|--|---|--|--------------------|--|---------------------------------|
|   |   |                                      |   | Code V                                 | (A) (D)   | Date<br>Exercisable                                      | Expiration<br>Date | Title  | Amo<br>or<br>Num<br>of<br>Share |
| Non-Qualified<br>Stock Option                       | \$ 29.91  | 02/17/2006                           |   | M                                      | 1,000   | 04/26/2002   | 04/25/2006         | Common<br>Stock  | 1,0                             |
| Non-Qualified<br>Stock Option                       | \$ 38.64  |                                      |   |  |   | 04/25/2003   | 04/24/2012         | Common<br>Stock  | 4,0                             |
| Non-Qualified<br>Stock Option                       | \$ 39.26  |                                      |   |  |   | 04/24/2004   | 04/23/2013         | Common<br>Stock  | 4,0                             |
| Non-Qualified<br>Stock Option                       | \$ 49.24  |                                      |   |  |   | 04/22/2005   | 04/21/2014         | Common<br>Stock  | 4,5                             |
| Non-Qualified<br>Stock Option<br>(Reload)           | \$ 46.02  |                                      |   |  |   | 01/29/2005   | 04/25/2006         | Common<br>Stock  | 1,9                             |
| Non-Qualified<br>Stock Option                       | \$ 48.47  |                                      |   |  |   | 04/28/2006   | 04/27/2015         | Common<br>Stock  | 4,5                             |

## **Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |         |       |  |
|---|---------------|-----------|---------|-------|--|
|   | Director      | 10% Owner | Officer | Other |  |
| LASSITER PHILLIP B<br>AMBAC FINANCIAL GROUP, INC.<br>ONE STATE STREET PLAZA<br>NEW YORK, NY 10004 | X             |           |         |       |  |

## **Signatures**

Chad F. Hesse, Atty.-in-fact for Phillip B.
Lassiter 02/22/2006

\*\*Signature of Reporting Person Date

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## **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).

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.