

SWIDARSKI THOMAS W
Form 4
February 16, 2007

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 *
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)
02/14/2007

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 or Disposed of (A) or (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					1,268	I	401(k) ⁽¹⁾
Common Stock	02/14/2007		G	V 4,015 A \$ 0	6,648	I	By Wife
Common Stock	02/14/2007		A	5,900 ⁽²⁾ A \$ 47.27	17,677	D	
Common Stock	02/14/2007		F	1,885 ⁽²⁾ D \$ 47.27	15,792	D	
Common Stock	02/14/2007		G	V 4,015 D \$ 0	11,777	D	

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Common Stock 02/14/2007 A 40,000⁽³⁾ A \$ 0 51,777 ⁽⁴⁾ 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 of Number of Shares
Non-qualified Stock Option	\$ 47.532					01/29/1999 01/28/2008	Common Stock 600
Non-qualified Stock Option	\$ 34.813					01/28/2000 01/27/2009	Common Stock 1,300
Non-qualified Stock Option	\$ 22.88					01/27/2001 01/26/2010	Common Stock 1,500
Non-qualified Stock Option	\$ 28.69					02/07/2002 02/06/2011	Common Stock 8,000
Non-qualified Stock Option	\$ 36.59					02/06/2003 02/05/2012	Common Stock 15,000
Non-qualified Stock Option	\$ 36.31					02/05/2004 02/04/2013	Common Stock 20,000
Non-qualified Stock Option	\$ 53.1					02/11/2005 02/10/2014	Common Stock 25,000
Non-qualified Stock Option	\$ 55.23					02/10/2006 02/09/2015	Common Stock 22,900
Non-qualified Stock Option	\$ 37.87					⁽⁵⁾ 12/11/2012	Common Stock 150,000

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
Date: 02/16/2007

__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) Reflects delivery of performance shares earned for performance period 1/28/2004-1/30/2007 under the 1991 Equity and Performance Incentive Plan, as amended, and withholding of shares pursuant to tax withholding right.
Award of restricted stock units; each restricted stock unit represents a contingent right to receive one share of Diebold, Incorporated common stock. This award includes performance targets: 50% vest when stock trades for 20 consecutive trading days at \$62/share or greater and 50% when stock trades at \$75/share for 20 consecutive trading days.
- (3) common stock. This award includes performance targets: 50% vest when stock trades for 20 consecutive trading days at \$62/share or greater and 50% when stock trades at \$75/share for 20 consecutive trading days.
- (4) Number includes restricted stock units
75,000 of these options will become exercisable when the stock trades at \$50/share or higher for 20 consecutive trading days, and the
- (5) second 75,000 will become exercisable when the stock trades at \$60/share or higher for 20 consecutive trading days. Otherwise all 150,000 options will become exercisable on the sixth anniversary date of the award.

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.