Mayes George S JR Form 4 February 14, 2011

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

**SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Mayes George S JR

(First)

(Middle)

(Zip)

C/O DIEBOLD. **INCORPORATED, 5995 MAYFAIR ROAD** 

(Street)

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year)

(Month/Day/Year)

02/10/2011

DIEBOLD INC [DBD]

3. Date of Earliest Transaction

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Symbol

Issuer

(Check all applicable)

10% Owner Director X\_ Officer (give title Other (specify below)

EVP, Global Operations

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

NORTH CANTON, OH 44720

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities onAcquired (A) or		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	Disposed of (D) (Instr. 3, 4 and 5)		Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership	
		•	Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock							7,176	I	401(k) (1)
Common Stock							943	I	ESPP (2)
Common Stock	02/10/2011		A	4,500 (3)	A	\$ 0	23,970 (4)	D	

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 required to respond unless the form

(9-02)

#### Edgar Filing: Mayes George S JR - Form 4

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Y	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Nun of S	
Non-qualified Stock Option	\$ 55.23					02/10/2006	02/09/2015	Common Stock	3,0	
Non-qualified Stock Option	\$ 39.43					02/20/2007	02/19/2016	Common Stock	8,0	
Non-qualified Stock Option	\$ 47.27					02/14/2008	02/13/2017	Common Stock	9,5	
Non-qualified Stock Option	\$ 25.53					02/13/2009	02/12/2018	Common Stock	10,	
Non-qualified Stock Option	\$ 24.79					02/11/2010	02/10/2019	Common Stock	15,	
Non-qualified Stock Option	\$ 27.88					02/11/2011	02/10/2020	Common Stock	15,	
Non-qualified Stock Option	\$ 32.67	02/10/2011		A	20,000	02/10/2012	02/09/2021	Common Stock	20,	

## **Reporting Owners**

\*\*Signature of Reporting Person

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Mayes George S JR C/O DIEBOLD, INCORPORATED 5995 MAYFAIR ROAD NORTH CANTON, OH 44720			EVP, Global Operations				
Signatures							
Chad F. Hesse, Att'yin-fact for George Mayes, Jr.	e S.	02/14/	2011				

Reporting Owners 2

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) Number of shares acquired under the Diebold, Incorporated Employee Stock Purchase Plan.
- (3) Award of restricted stock units; each restricted stock unit represents a contingent right to receive one share of Diebold, Incorporated common stock.
- (4) Number includes restricted stock units.
- (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.