

DIEBOLD INC  
Form DEFA14A  
April 14, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
SCHEDULE 14A  
(RULE 14A-101)**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**DIEBOLD, INCORPORATED**

**(NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)**

**(NAME OF PERSON(S) FILING PROXY STATEMENT, IF OTHER THAN THE REGISTRANT)**

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11. (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the

Form or Schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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The 2009 Annual Meeting of Shareholders of Diebold, Incorporated (the Company) will be held at the Sheraton Suites, 1989 Front Street, Cuyahoga Falls, Ohio 44221 on Thursday, April 23, 2009 at 10:00 a.m. EST. At the Annual Meeting, among other items, shareholders will be asked to approve the Diebold, Incorporated Amended and Restated 1991 Equity and Performance Incentive Plan (the Plan).

On April 13, 2009, the Board of Directors of the Company approved an amendment to the Plan that will, with respect to future grants under the Plan, revise the definition of the term Change in Control in Section 12(i) of the Plan to provide that a Change in Control shall occur upon the acquisition by any individual, entity or group of beneficial ownership of 30% or more of the Company's Common Stock or Voting Stock (as defined in the Plan). The prior definition in Section 12(i) of the Plan provided that a Change in Control shall occur upon the acquisition of 15% or more of the Company's Common Stock or Voting Stock.

Additionally, the Compensation Committee of the Board of Directors intends to make further revisions to the underlying grant agreements evidencing awards made pursuant to the Plan (Grant Agreements) with respect to the acceleration of the vesting of awards upon a Change in Control. The revised Grant Agreements will generally provide, among other things, that the accelerated vesting of awards upon a Change in Control will only be triggered if, within three years following the Change in Control, a participant's employment with the Company or any Subsidiary thereof is terminated without cause or the participant resigns for good cause (to be defined in the Grant Agreements).

The Board of Directors anticipates finalizing the amendments to the Plan and the Grant Agreements within approximately six months.