

Kristoff John D
Form 4
March 14, 2012

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 *
Kristoff John D

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/29/2012

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
VP, Chief Communications Ofcr.

C/O DIEBOLD, INCORPORATED, 5995 MAYFAIR ROAD

(Street)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | Code V Amount (A) or (D) Price | | | |
| Common Stock | 02/29/2012 | | I | 990 <u>(1)</u> D 39.13 <u>(1)</u> | 7 | I | 401(k) <u>(2)</u> |
| Common Stock | | | | | 16,015 <u>(3)</u> | D | |

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

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SEC 1474 (9-02)

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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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Non-qualified Stock Option | \$ 53.1 | | | | | 02/11/2005 02/10/2014 | Common Stock 900 |
| Non-qualified Stock Option | \$ 55.23 | | | | | 02/10/2006 02/09/2015 | Common Stock 850 |
| Non-qualified Stock Option | \$ 39.43 | | | | | 02/20/2007 02/19/2016 | Common Stock 3,500 |
| Non-qualified Stock Option | \$ 47.27 | | | | | 02/14/2008 02/13/2017 | Common Stock 3,500 |
| Non-qualified Stock Option | \$ 24.79 | | | | | 02/11/2010 02/10/2019 | Common Stock 1,250 |
| Non-qualified Stock Option | \$ 27.88 | | | | | 02/11/2011 02/10/2020 | Common Stock 2,500 |
| Non-qualified Stock Option | \$ 32.67 | | | | | 02/10/2012 02/09/2021 | Common Stock 5,500 |
| Non-qualified Stock Option | \$ 34.89 | | | | | 02/08/2013 02/07/2022 | Common Stock 9,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kristoff John D C/O DIEBOLD, INCORPORATED 5995 MAYFAIR ROAD NORTH CANTON, OH 44720 | | | VP, Chief Communications Ofcr. | |

Signatures

Chad F. Hesse, Att'y.-in-fact for John D.
Kristoff

03/14/2012

__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) The number of shares sold was determined based on the closing price of the issuer's common stock on the date of the transaction.
 - (2) Number of 401(k) shares owned as of most current statement; fractional shares omitted.
 - (3) Number includes restricted stock units.

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.