

WARREN ROBERT J  
Form 4  
November 27, 2009

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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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 \*  
WARREN ROBERT J

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)  
DIEBOLD, INCORPORATED, 5995  
MAYFAIR ROAD

3. Date of Earliest Transaction (Month/Day/Year)  
11/24/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP, CorpDev & Finance

(Street)  
NORTH CANTON, OH 44720

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

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock                    |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                                       |
| Common Stock                    |                                      |                                                    |                                | Code V                                                            | Amount                                                                                        |                                                          |                                                       |
| Common Stock                    | 11/24/2009                           |                                                    | M                              | 1,250                                                             | A \$ 22.88                                                                                    | 42,753                                                   | D                                                     |
| Common Stock                    | 11/24/2009                           |                                                    | S                              | 163                                                               | D \$ 26.34                                                                                    | 42,590                                                   | D                                                     |
| Common Stock                    | 11/24/2009                           |                                                    | S                              | 588                                                               | D \$ 26.3211                                                                                  | 42,002                                                   | D                                                     |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               | 2,667                                                    | I 401(k) <sup>(1)</sup>                               |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               | 13,067                                                   | I By Wife                                             |

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Common Stock 11/24/2009 S 499 D \$ 26.35 41,503 <sup>(2)</sup> 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)

**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 |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|------------------------------------|-----|----------------------------------------------------------|-----------------|-------------------------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    |                                | (A)                                | (D) | Date Exercisable                                         | Expiration Date |                                                             |                            |
| Non-Qualified Stock Option                 | \$ 22.88                                               | 11/24/2009                           |                                                    | M                              | 1,250                              |     | 01/27/2001                                               | 01/26/2010      | Common Stock                                                | 5,000                      |
| Non-Qualified Stock Option                 | \$ 28.69                                               |                                      |                                                    |                                |                                    |     | 02/07/2002                                               | 02/06/2011      | Common Stock                                                | 12,000                     |
| Non-Qualified Stock Option                 | \$ 36.59                                               |                                      |                                                    |                                |                                    |     | 02/06/2003                                               | 02/05/2012      | Common Stock                                                | 10,000                     |
| Non-Qualified Stock Option                 | \$ 36.31                                               |                                      |                                                    |                                |                                    |     | 02/05/2004                                               | 02/04/2013      | Common Stock                                                | 10,000                     |
| Non-Qualified Stock Option                 | \$ 53.1                                                |                                      |                                                    |                                |                                    |     | 02/11/2005                                               | 02/10/2014      | Common Stock                                                | 7,000                      |
| Non-Qualified Stock Option                 | \$ 55.23                                               |                                      |                                                    |                                |                                    |     | 02/10/2006                                               | 02/09/2015      | Common Stock                                                | 6,600                      |
| Non-Qualified Stock Option                 | \$ 39.43                                               |                                      |                                                    |                                |                                    |     | 02/20/2007                                               | 02/19/2016      | Common Stock                                                | 7,000                      |
| Non-Qualified Stock Option                 | \$ 47.27                                               |                                      |                                                    |                                |                                    |     | 02/14/2008                                               | 02/13/2017      | Common Stock                                                | 6,500                      |
| Non-Qualified Stock Option                 | \$ 25.53                                               |                                      |                                                    |                                |                                    |     | 02/13/2009                                               | 02/12/2018      | Common Stock                                                | 6,500                      |
| Non-Qualified Stock Option                 | \$ 24.79                                               |                                      |                                                    |                                |                                    |     | 02/11/2010                                               | 02/10/2019      | Common Stock                                                | 7,000                      |

## Reporting Owners

| Reporting Owner Name / Address                                                          | Relationships |           |                      |       |
|-----------------------------------------------------------------------------------------|---------------|-----------|----------------------|-------|
|                                                                                         | Director      | 10% Owner | Officer              | Other |
| WARREN ROBERT J<br>DIEBOLD, INCORPORATED<br>5995 MAYFAIR ROAD<br>NORTH CANTON, OH 44720 |               |           | VP,CorpDev & Finance |       |

## Signatures

|                                                       |                     |
|-------------------------------------------------------|---------------------|
| Chad F. Hesse, Att'y.-in-fact for Robert J.<br>Warren | 11/27/2009          |
| <small>**Signature of Reporting Person</small>        | <small>Date</small> |

## 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 recent statement; fractional shares have been omitted.
  - (2) 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.