

Heyden Olaf Robert
Form 4
March 05, 2019

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 *
Heyden Olaf Robert

(Last) (First) (Middle)

C/O DIEBOLD NIXDORF,
INCORPORATED, 5995 MAYFAIR
RD.

(Street)

NORTH CANTON, OH 44720

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DIEBOLD NIXDORF, Inc [DBD]

3. Date of Earliest Transaction
(Month/Day/Year)
03/04/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
SVP, Services

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Shares	03/04/2019		P		1,000	A	\$ 8.89 ⁽¹⁾
Common Shares	03/04/2019		P		5,070	A	\$ 8.98 ⁽²⁾
Common Shares	03/04/2019		P		5,060	A	\$ 9.02 ⁽³⁾ ₍₄₎
Common	03/04/2019		P		9,870	A	\$ 139,202 ⁽³⁾

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Shares 9.07
(5)

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

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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 Options <u>(6)</u>	\$ 26.6					02/08/2018	02/07/2027	Common Shares	49,650
Non-Qualified Stock Option <u>(7)</u>	\$ 18.75					02/01/2019	02/01/2028	Common Shares	30,278
Non-Qualified Stock Option <u>(7)</u>	\$ 4.08					01/29/2020	01/29/2029	Common Shares	47,407

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Heyden Olaf Robert
C/O DIEBOLD NIXDORF, INCORPORATED
5995 MAYFAIR RD.
NORTH CANTON, OH 44720

SVP, Services

Signatures

Jonathan B. Leiken, Attorney in fact for Olaf R
Heyden

03/05/2019

__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) Original purchase price was EUR 7.82. USD amount based on the currency exchange rate for purchase date.
- (2) Original purchase price was EUR 7.90. USD amount based on the currency exchange rate for purchase date.
- (3) Number includes restricted stock units.
- (4) Original purchase price was EUR 7.94. USD amount based on the currency exchange rate for purchase date.
- (5) Original purchase price was EUR 7.98. USD amount based on the currency exchange rate for purchase date.
- (6) Granted under the 1991 Equity and Performance Incentive Plan; option is generally exercisable in annual increments of 1/3, 1/3, 1/3 beginning one year from the date of grant.
- (7) Granted under the 2017 Equity and Performance Incentive Plan; option is generally exercisable in annual increments of 1/3, 1/3, 1/3 beginning one year from the 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.