

WARREN ROBERT J
Form 4
November 27, 2009

FORM 4

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

OMB APPROVAL

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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

(Last) (First) (Middle)
DIEBOLD, INCORPORATED, 5995
MAYFAIR ROAD
(Street)

NORTH CANTON, OH 44720

(City) (State) (Zip)

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

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

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)
VP, CorpDev & Finance

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 Indirect Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock					2,667	I	401(k) ⁽¹⁾
Common Stock					13,067	I	By Wife
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	

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

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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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 DIEBOLD, INCORPORATED 5995 MAYFAIR ROAD NORTH CANTON, OH 44720			VP,CorpDev & Finance	

Signatures

Chad F. Hesse, Att'y.-in-fact for Robert J. 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.