

CHEN JAMES L M
Form 4
February 24, 2011

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 *
CHEN JAMES L M

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)
02/22/2011

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
EVP, Int'l Operations

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 or Price		
Common Stock	02/22/2011		A		9,480 (1) \$ 33.75	D	
Common Stock	02/22/2011		F		1,422 (1) \$ 33.75	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	\$ 36.59					02/06/2003 02/05/2012	Common Stock 7,500
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 8,000
Non-Qualified Stock Option	\$ 55.23					02/10/2006 02/09/2015	Common Stock 8,000
Non-Qualified Stock Option	\$ 39.43					02/20/2007 02/19/2016	Common Stock 8,000
Non-Qualified Stock Option	\$ 47.27					02/14/2008 02/13/2017	Common Stock 9,500
Non-qualified Stock Option	\$ 25.53					02/13/2009 02/12/2018	Common Stock 10,000
Non-qualified Stock Option	\$ 24.79					02/11/2010 02/10/2019	Common Stock 15,000
Non-qualified Stock Option	\$ 27.88					02/11/2011 02/10/2020	Common Stock 15,000
Non-qualified Stock Option	\$ 32.67					02/10/2012 02/09/2021	Common Stock 15,000

Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
CHEN JAMES L M C/O DIEBOLD, INCORPORATED 5995 MAYFAIR ROAD			EVP, Int'l Operations
			Other

NORTH CANTON, OH 44720

Signatures

Chad F. Hesse, Att'y.-in-fact for James L.M.
Chen

02/24/2011

__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) Reflects delivery of performance shares earned for performance period 2008-2010 under the Equity and Performance Incentive Plan, as amended, and withholding of shares pursuant to tax withholding right.
- (2) Number includes restricted stock units.

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