

SWIDARSKI THOMAS W
Form 4
August 23, 2006

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 *
SWIDARSKI THOMAS W

(Last) (First) (Middle)
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)
08/21/2006

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)
President & CEO

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | (A) or (D) | Price | | |
| Common Stock | | | | | | I | 401(k) ⁽¹⁾ |
| Common Stock | | | | | | I | By Wife |
| Common Stock | 08/21/2006 | | M | 1,500 | A \$ 34.127 | 11,777 | D |

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

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number.

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 (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) | | |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--------------|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Non-qualified Stock Option | \$ 34.127 | 08/21/2006 | | M | 1,500 | 09/03/1997 | 09/02/2006 | Common Stock | 1,500 |
| Non-qualified Stock Option | \$ 38.08 | | | | | 01/30/1998 | 01/29/2007 | Common Stock | 900 |
| Non-qualified Stock Option | \$ 47.532 | | | | | 01/29/1999 | 01/28/2008 | Common Stock | 600 |
| Non-qualified Stock Option | \$ 34.813 | | | | | 01/28/2000 | 01/27/2009 | Common Stock | 1,300 |
| Non-qualified Stock Option | \$ 22.88 | | | | | 01/27/2001 | 01/26/2010 | Common Stock | 1,500 |
| Non-qualified Stock Option | \$ 28.69 | | | | | 02/07/2002 | 02/06/2011 | Common Stock | 8,000 |
| Non-qualified Stock Option | \$ 36.59 | | | | | 02/06/2003 | 02/05/2012 | Common Stock | 15,000 |
| Non-qualified Stock Option | \$ 36.31 | | | | | 02/05/2004 | 02/04/2013 | Common Stock | 20,000 |
| Non-qualified Stock Option | \$ 53.1 | | | | | 02/11/2005 | 02/10/2014 | Common Stock | 25,000 |
| Non-qualified Stock Option | \$ 55.23 | | | | | 02/10/2006 | 02/09/2015 | Common Stock | 22,500 |
| Non-qualified Stock Option | \$ 37.87 | | | | | (2) | 12/11/2012 | Common Stock | 150,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| SWIDARSKI THOMAS W | X | | President & CEO | |

5995 MAYFAIR ROAD
NORTH CANTON, OH 44720

Signatures

Chad F. Hesse, Att'y.-in-fact for Thomas W.
Swidarski

08/23/2006

__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) Number of 401(k) shares owned as of most current statement; fractional shares omitted.

75,000 of these options will become exercisable when the stock trades at \$50/share or higher for 20 consecutive trading days, and the

(2) second 75,000 will become exercisable when the stock trades at \$60/share or higher for 20 consecutive trading days. Otherwise all 150,000 options will become exercisable on the sixth anniversary date of the award.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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