

WARREN ROBERT J  
Form 4  
February 22, 2006

**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 \*  
**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)  
**5995 MAYFAIR ROAD**

3. Date of Earliest Transaction (Month/Day/Year)  
**02/20/2006**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**VP & Treasurer**

(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

**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	2,415	I	401(k) <sup>(1)</sup>
Common Stock				(A) or (D) Price	8,707	I	By Wife
Common Stock	02/20/2006		A <sup>(2)</sup>	1,000 A \$ 0	42,728 <sup>(3)</sup>	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 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	\$ 34.813					01/28/2000	01/27/2009	Common Stock	10,000
Non-Qualified Stock Option	\$ 22.88					01/27/2001	01/26/2010	Common Stock	10,000
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	02/20/2006		A <sup>(4)</sup>	7,000	02/20/2007	02/19/2016	Common Stock	7,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WARREN ROBERT J 5995 MAYFAIR ROAD NORTH CANTON, OH 44720			VP & Treasurer	

## Signatures

Chad F. Hesse, Att'y.-in-fact for Robert J. Warren  
02/22/2006

\_\_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 recent statement; fractional shares have been omitted.
- (2) Award of restricted stock units; each restricted stock unit represents a contingent right to receive one share of Diebold, Incorporated common stock.
- (3) Number of restricted stock units previously reported in Table II have been moved to Table I and are included in Column 5, Amount of Securities Beneficially Owned.
- (4) Granted under the 1991 Equity and Performance Incentive Plan; option is generally exercisable in annual increments of 25% beginning one year from 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.