KERR ALAN Form 4 February 07, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * KERR ALAN

(First)

INCORPORATED, 5995 MAYFAIR

(Street)

(State)

02/05/2018

2. Issuer Name and Ticker or Trading Symbol

DIEBOLD NIXDORF, Inc [DBD]

5. Relationship of Reporting Person(s) to

Issuer

below)

(Last)

(City)

Common

Shares

ROAD

(Middle)

(Zip)

3. Date of Earliest Transaction

(Check all applicable)

(Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify

02/05/2018

SVP, Software

4. If Amendment, Date Original

F

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

C/O DIEBOLD NIXDORF.

NORTH CANTON, OH 44720

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

Transaction(A) or Disposed of Code (D) (Instr. 3, 4 and 5) (Instr. 8)

4. Securities Acquired 5. Amount of Securities Beneficially (D) or Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

or (D)

(A)

D

Transaction(s) (Instr. 3 and 4)

Price Code V Amount 1.169

(1)

 $21,574 \frac{(2)}{2}$ 16.5

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)

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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. Transactic Code (Instr. 8)	5. Sinumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Dat (Month/Day/Y	Date Exercisable and piration Date onth/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 (3)	\$ 38.02					08/04/2015	08/03/2024	Common Stock	7,751	
Non-Qualified Stock Option (3)	\$ 32.33					02/05/2016	02/04/2025	Common Shares	22,735	
Non-Qualified Stock Option (3)	\$ 27.39					02/03/2017	02/02/2026	Common Shares	23,744	
Non-Qualified Stock Options (3)	\$ 26.6					02/08/2018	02/07/2027	Common Shares	44,408	
Non-Qualified Stock Option	\$ 18.75					02/01/2019	02/01/2028	Common Shares	23,227	

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
KERR ALAN C/O DIEBOLD NIXDORF, INCORPORATED 5995 MAYFAIR ROAD NORTH CANTON, OH 44720			SVP, Software			
Signatures						
Mary M. Swann, Attorney in fact for Alan Kerr	02/07/2018					
**Signature of Reporting Person	Б	Date				

Reporting Owners 2

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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) Shares withheld pursuant to exercise of tax withholding right under the 2017 Equity and Performance Incentive Plan Restricted Share Award
- (2) Number includes restricted stock units.
- Granted under the 1999 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.
- (4) 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.