

HILLOCK MICHAEL J
 Form 4
 February 14, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
HILLOCK MICHAEL J

(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)
02/10/2005

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, International

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)	2,438	I	401(k) ⁽¹⁾
Common Stock					24,543	D	
Common Stock					20,961	I	By Wife

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Num of S
Non-Qualified Stock Option	\$ 47.532					01/29/1999	01/28/2008	Common Stock	9,
Non-Qualified Stock Option	\$ 34.813					01/28/2000	01/27/2009	Common Stock	25
Non-Qualified Stock Option	\$ 22.88					01/27/2001	01/26/2010	Common Stock	35
Non-Qualified Stock Option	\$ 28.69					02/07/2002	02/06/2011	Common Stock	25
Non-Qualified Stock Option	\$ 36.59					02/06/2003	02/05/2012	Common Stock	25
Non-Qualified Stock Option	\$ 36.31					02/05/2004	02/04/2013	Common Stock	25
Non-Qualified Stock Option	\$ 53.1					02/11/2005	02/10/2014	Common Stock	25
Restricted Share Units	\$ 0					06/09/2009	06/09/2009	Common Stock	1,
Non-qualified Stock Option	\$ 55.23	02/10/2005		A ⁽²⁾	23,400	02/10/2006	02/09/2015	Common Stock	23

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HILLOCK MICHAEL J 5995 MAYFAIR ROAD NORTH CANTON, OH 44720			President, International	

Signatures

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

02/14/2005

__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 omitted.
 - (2) 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.
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