

HILLOCK MICHAEL J
 Form 4
 February 15, 2005

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 *
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)
 02/11/2005

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)	Price		
Common Stock	02/11/2005		A ⁽²⁾	V	15,000	A	\$ 54.65
Common Stock					2,438	I	401(k) ⁽¹⁾
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 Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option	\$ 47.532							01/29/1999	01/28/2008	Common Stock	9,000
Non-Qualified Stock Option	\$ 34.813							01/28/2000	01/27/2009	Common Stock	25,000
Non-Qualified Stock Option	\$ 22.88							01/27/2001	01/26/2010	Common Stock	35,000
Non-Qualified Stock Option	\$ 28.69							02/07/2002	02/06/2011	Common Stock	25,000
Non-Qualified Stock Option	\$ 36.59							02/06/2003	02/05/2012	Common Stock	25,000
Non-Qualified Stock Option	\$ 36.31							02/05/2004	02/04/2013	Common Stock	25,000
Non-Qualified Stock Option	\$ 53.1							02/11/2005	02/10/2014	Common Stock	25,000
Restricted Share Units	\$ 0							06/09/2009	06/09/2009	Common Stock	1,985
Non-qualified Stock Option	\$ 55.23							02/10/2006	02/09/2015	Common Stock	23,400

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

02/15/2005

__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.

Reflects delivery of performance shares earned for performance period 1/1/2002-12/31/2004 under the 1991 Equity and Performance

(2) Incentive Plan, as amended, and withholding of shares pursuant to tax withholding right. The shares have been deferred pursuant to an election under the 1992 Deferred Compensation Plan.

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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