

HILLOCK MICHAEL 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 \*  
**HILLOCK MICHAEL 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)  
**C/O DIEBOLD, INCORPORATED, 5995 MAYFAIR ROAD**

3. Date of Earliest Transaction (Month/Day/Year)  
**02/22/2006**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**President, International**

(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

(City) (State) (Zip)

**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 Ownership (Instr. 4)
Common Stock				(A) or (D) Price	2,552	I	401(k) <sup>(1)</sup>
Common Stock				(A) or (D) Price	41,528 <sup>(2)</sup>	D	
Common Stock				(A) or (D) Price	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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SEC 1474 (9-02)

displays a currently valid OMB control 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
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 C/O DIEBOLD, INCORPORATED 5995 MAYFAIR ROAD NORTH CANTON, OH 44720			President, International	

## Signatures

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

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 omitted.
  - (2) 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.

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.