DIEBOLD NIXDORF, Inc

Form 4

February 16, 2017

FORM 4

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

OMB 3235-0287 Number:

Estimated average

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

KERR ALAN

Symbol

(Check all applicable)

(Last)

(Middle)

3. Date of Earliest Transaction

DIEBOLD NIXDORF, Inc [DBD]

Director

10% Owner

C/O DIEBOLD NIXDORF. INCORPORATED, 5995 MAYFAIR

(First)

02/14/2017

X_ Officer (give title below) SVP, Software

Other (specify

ROAD

(Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

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

6. Individual or Joint/Group Filing(Check

Issuer

NORTH CANTON, OH 44720

(City)	(State) (Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securi			5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)		any	Code	(Instr. 3,	4 and	5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)		(A) or		Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
_			Code V	Amount	(D)	Price	(IIIsu: 5 and 4)		
Common Shares	02/14/2017		A	3,607 (1)	A	\$ 29.25	25,100 (2)	D	
Common Shares	02/14/2017		F	1,643 (1)	D	\$ 29.25	23,457 (2)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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. Transactio Code (Instr. 8)	5. onNumber 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 (3)	\$ 38.02					08/04/2015	08/03/2024	Common Stock	7,751
Non-Qualified Stock Option	\$ 32.33					02/05/2016	02/04/2025	Common Shares	22,735
Non-Qualified Stock Option	\$ 27.39					02/03/2017	02/02/2026	Common Shares	23,744
Non-Qualified Stock Options	\$ 26.6					02/08/2018	02/07/2027	Common Shares	44,408

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
KERR ALAN							
C/O DIEBOLD NIXDORF, INCORPORATED			CVD Coftwore				
5995 MAYFAIR ROAD	SVP, Softwar						
NORTH CANTON, OH 44720							

Signatures

Mary M. Swann, Attorney in fact for Alan
Kerr 02/16/2017

**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).

Reporting Owners 2

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- (1) Reflects delivery of performance shares earned for the 2016 performance period under the Transformation Grant and withholding of shares pursuant to tax withholding right.
- (2) Number includes restricted stock units.
- (3) Granted under the 1991 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.