

CHEN JAMES L M  
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 \*  
CHEN JAMES L M

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)

3. Date of Earliest Transaction (Month/Day/Year)  
02/20/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP&Managing Dir.Asia-Pacific

C/O DIEBOLD, INCORPORATED, 5995 MAYFAIR ROAD

(Street)

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

NORTH CANTON, OH 44720

(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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D) Price                                                  |                                                                                               |                                                          |                                   |
| Common Stock                    | 02/20/2006                           |                                                    | A <sup>(1)</sup>               | 1,500 A \$ 0                                                      | 32,536                                                                                        | D                                                        |                                   |

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

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SEC 1474 (9-02)

**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. Transaction Code | 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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|---------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
| Non-Qualified Stock Option                 | \$ 28.69                                               |                                      |                                                    |                     |                                                                                         | 02/07/2002 02/06/2011                                    | Common Stock 5,000                                          |
| Non-Qualified Stock Option                 | \$ 36.59                                               |                                      |                                                    |                     |                                                                                         | 02/06/2003 02/05/2012                                    | Common Stock 7,500                                          |
| Non-Qualified Stock Option                 | \$ 36.31                                               |                                      |                                                    |                     |                                                                                         | 02/05/2004 02/04/2013                                    | Common Stock 10,000                                         |
| Non-Qualified Stock Option                 | \$ 53.1                                                |                                      |                                                    |                     |                                                                                         | 02/11/2005 02/10/2014                                    | Common Stock 8,000                                          |
| Non-Qualified Stock Option                 | \$ 55.23                                               |                                      |                                                    |                     |                                                                                         | 02/10/2006 02/09/2015                                    | Common Stock 8,000                                          |
| Non-Qualified Stock Option                 | \$ 39.43                                               | 02/20/2006                           |                                                    | A <sup>(2)</sup>    | 8,000                                                                                   | 02/20/2007 02/19/2016                                    | Common Stock 8,000                                          |

## Reporting Owners

| Reporting Owner Name / Address                                                             | Relationships |           |                              |       |
|--------------------------------------------------------------------------------------------|---------------|-----------|------------------------------|-------|
|                                                                                            | Director      | 10% Owner | Officer                      | Other |
| CHEN JAMES L M<br>C/O DIEBOLD, INCORPORATED<br>5995 MAYFAIR ROAD<br>NORTH CANTON, OH 44720 |               |           | VP&Managing Dir.Asia-Pacific |       |

## Signatures

Chad F. Hesse, Att'y.-in-fact for James L.M.  
Chen  
Date: 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) Award of restricted stock units; each restricted stock unit represents a contingent right to receive one share of Diebold, Incorporated common stock.
- (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.

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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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