

Natoli Frank A
 Form 5
 February 14, 2013

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 Natoli Frank A

(Last) (First) (Middle)

C/O DIEBOLD,
 INCORPORATED, 5995
 MAYFAIR ROAD

(Street)

NORTH CANTON, OH 44720

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 DIEBOLD INC [DBD]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2012

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)
 EVP, Chief Innovation Officer

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock | | | | (A) Amount | | I | 401(k) (1) |
| Common Stock | 08/13/2012 | | A | 5,000 (2) A \$ 0 | 22,355 (3) | D | |

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

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SEC 2270 (9-02)

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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. 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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------------|---|----------------------------|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-qualified Stock Option | \$ 47.27 | Â | Â | Â | Â | Â | 02/14/2008 02/13/2017 | Common Stock | 700 |
| Non-qualified Stock Option | \$ 25.53 | Â | Â | Â | Â | Â | 02/13/2009 02/12/2018 | Common Stock | 1,250 |
| Non-qualified Stock Option | \$ 24.79 | Â | Â | Â | Â | Â | 02/11/2010 02/10/2019 | Common Stock | 3,000 |
| Non-qualified Stock Option | \$ 27.88 | Â | Â | Â | Â | Â | 02/11/2011 02/10/2020 | Common Stock | 5,000 |
| Non-qualified Stock Option | \$ 32.67 | Â | Â | Â | Â | Â | 02/10/2012 02/09/2021 | Common Stock | 8,500 |
| Non-qualified Stock Option | \$ 34.89 | Â | Â | Â | Â | Â | 02/08/2013 02/07/2022 | Common Stock | 16,500 |
| Non-qualified Stock Option | \$ 29.87 | Â | Â | Â | Â | Â | 02/06/2014 02/05/2023 | Common Stock | 12,900 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Natoli Frank A C/O DIEBOLD, INCORPORATED 5995 MAYFAIR ROAD NORTH CANTON, OH 44720 | Â | Â | Â | Â |
| | | | Â | Â |
| | | | Â | Â |

Signatures

Chad F. Hesse, Attorney-in-Fact for Frank A. Natoli, Jr. 02/14/2013

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 current statement; fractional shares omitted.

(2) Award of restricted stock units; each restricted stock unit represents a contingent right to receive one share of Diebold, Incorporated common stock.

(3) Number includes restricted stock units

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