

HILLOCK MICHAEL J  
Form 4  
May 25, 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**

(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. Date of Earliest Transaction  
(Month/Day/Year)  
**05/23/2006**

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                    |                                      |  |                                |   |   | I  | 401(k) <sup>(1)</sup>                                 |
| Common Stock                    |                                      |  |                                |   |   | I  | By Wife   |
| Common Stock                    | 05/23/2006                           |  | S                              | 1,000   | D \$ 43.17  | 40,528   | D   |
| Common Stock                    | 05/23/2006                           |  | S                              | 1,000   | D \$ 43.13  | 39,528   | D   |
| Common Stock                    | 05/23/2006                           |  | S                              | 1,000   | D \$ 43.04  | 38,528   | D   |

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|              |            |   |        |   |            |                       |   |
|--------------|------------|---|--------|---|------------|-----------------------|---|
| Common Stock | 05/23/2006 | S | 1,000  | D | \$ 43.02   | 37,528                | D |
| Common Stock | 05/23/2006 | S | 1,000  | D | \$ 43.05   | 36,528                | D |
| Common Stock | 05/23/2006 | S | 1,000  | D | \$ 43.08   | 35,528                | D |
| Common Stock | 05/24/2006 | M | 25,000 | A | \$ 34.813  | 60,528                | D |
| Common Stock | 05/24/2006 | S | 25,000 | D | \$ 43.2361 | 35,528 <sup>(2)</sup> | D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Am or Num of S  |
| Non-Qualified Stock Option                 | \$ 47.532  |                                      |  |                                |   | 01/29/1999 01/28/2008                                    | Common Stock 9,   |
| Non-Qualified Stock Option                 | \$ 34.813  | 05/24/2006                           |  | M                              | 25,000  | 01/28/2000 01/27/2009                                    | Common Stock 25   |
| Non-Qualified Stock Option                 | \$ 22.88   |                                      |  |                                |   | 01/27/2001 01/26/2010                                    | Common Stock 35   |
| Non-Qualified Stock Option                 | \$ 28.69   |                                      |  |                                |   | 02/07/2002 02/06/2011                                    | Common Stock 25   |
| Non-Qualified Stock Option                 | \$ 36.59   |                                      |  |                                |   | 02/06/2003 02/05/2012                                    | Common Stock 25   |
| Non-Qualified Stock Option                 | \$ 36.31   |                                      |  |                                |   | 02/05/2004 02/04/2013                                    | Common Stock 25   |
| Non-Qualified Stock Option                 | \$ 53.1  |                                      |  |                                |   | 02/11/2005 02/10/2014                                    | Common Stock 25   |

Non-qualified  
Stock Option \$ 55.23

02/10/2006 02/09/2015 Common  
Stock 23

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| HILLOCK MICHAEL J<br>C/O DIEBOLD, INCORPORATED<br>5995 MAYFAIR ROAD<br>NORTH CANTON, OH 44720 |               |           | President, International |       |

## Signatures

J.Wm.Sekula, Att'y.-in-fact for Michael J.  
Hillock 05/25/2006

\_\_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 includes restricted stock units

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