

WARREN ROBERT J
Form 4
February 15, 2005

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 *
WARREN ROBERT 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)

3. Date of Earliest Transaction (Month/Day/Year)
02/11/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

VP & Treasurer

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) Code V Amount (D) Price			
Common Stock					2,366	I	401(k) ⁽¹⁾
Common Stock	02/11/2005		A ⁽²⁾	6,000 A \$ 54.65	40,753	D	
Common Stock					8,707	I	By Wife

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

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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	\$ 34.813					01/28/2000	01/27/2009	Common Stock	10,000
Non-Qualified Stock Option	\$ 22.88					01/27/2001	01/26/2010	Common Stock	10,000
Non-Qualified Stock Option	\$ 28.69					02/07/2002	02/06/2011	Common Stock	12,000
Non-Qualified Stock Option	\$ 36.59					02/06/2003	02/05/2012	Common Stock	10,000
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	7,000
Restricted Shares Units	\$ 0					06/09/2009	06/09/2009	Common Stock	975
Non-Qualified Stock Option	\$ 55.23					02/10/2006	02/09/2015	Common Stock	6,600

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WARREN ROBERT J 5995 MAYFAIR ROAD NORTH CANTON, OH 44720			VP & Treasurer	

Signatures

Chad F. Hesse, Att'y.-in-fact for Robert J.
Warren

02/15/2005

__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 have been omitted.

Reflects delivery of performance shares earned for performance period 1/1/2002-12/31/2004 under the 1991 Equity and Performance

(2) Incentive Plan, as amended, and withholding of shares pursuant to tax withholding right. The shares have been deferred pursuant to an election under the 1992 Deferred Compensation Plan.

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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