

DIEBOLD INC
 Form S-8
 September 21, 2009

As filed with the Securities and Exchange Commission on September 21, 2009

Registration No. 333-

**UNITED STATES
 SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM S-8
 REGISTRATION STATEMENT
 UNDER THE SECURITIES ACT OF 1933
 DIEBOLD, INCORPORATED
 (Exact Name of Registrant as Specified in Its Charter)**

OHIO
 (State or Other Jurisdiction
 of Incorporation or Organization)

34-0183970
 (I.R.S. Employer Identification No.)

5995 Mayfair Road, P.O. Box 3077, North Canton, Ohio 44720-8077
 (Address of Principal Executive Offices Including Zip Code)

**DIEBOLD, INCORPORATED 1991 EQUITY AND PERFORMANCE INCENTIVE PLAN
 (AS AMENDED AND RESTATED AS OF APRIL 13, 2009)**

(Full Title of the Plan)
 Warren W. Dettinger
 Vice President and General Counsel
 Diebold, Incorporated
 5995 Mayfair Road
 North Canton, Ohio 44720

(Name and Address of Agent For Service)
 (330) 490-4000

(Telephone Number, Including Area Code, of Agent For Service)

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer Accelerated Filer Non-Accelerated Filer Smaller Reporting Company

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered (1)(2) | Proposed Maximum Offering Price Per Share (3) | Proposed Maximum Aggregate Offering Price (3) | Amount of Registration Fee |
|--|-----------------------------------|--|--|----------------------------|
| Common Stock, \$1.25 par value per share | 4,000,000 | \$ 31.76 | \$ 127,040,000 | \$ 7,088.83 |

(1)

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Pursuant to Rule 416 of the Securities Act of 1933, this Registration Statement also covers such additional shares of Common Stock as may become issuable pursuant to the adjustments upon changes of capitalization provisions of the Plan.

- (2) Pursuant to Rule 416 of the Securities Act of 1933, this Registration Statement also covers such additional shares of Common Stock as may become issuable pursuant to the anti-dilution provisions of the Plan.
 - (3) Estimated solely for calculating the amount of the registration fee, pursuant to paragraphs Rule 457(c) and Rule 457(r) under the Securities Act of 1933, on the basis of the average of the high and low sale prices of the registrant's Common Stock on the New York Stock Exchange on September 14, 2009, within five business days prior to filing.
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The contents of the registration statements on Forms S-8 (Registration Nos. 333-32187 and 333-60578), as filed with the Securities and Exchange Commission on July 28, 1997 and May 10, 2001, respectively, to register shares of common stock, par value \$1.25 per share (the Common Stock), of Diebold, Incorporated, an Ohio corporation (the Registrant), to be issued under the Diebold, Incorporated Amended and Restated 1991 Equity and Performance Incentive Plan (the Plan), are hereby incorporated by reference in this Registration Statement. This Registration Statement on Form S-8 is filed for the purpose of registering the sale of an additional 4,000,000 shares of Common Stock under the Plan.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 5. Interests of Named Experts and Counsel.

The legality of the Common Stock being offered by this Registration Statement has been passed upon for the Registrant by Mr. Warren W. Dettinger. Mr. Dettinger is the Vice President and General Counsel of the Registrant. As of August 31, 2009, Mr. Dettinger held 30,694 shares of Common Stock and had been granted options to purchase another 113,200 shares of Common Stock.

Item 8. Exhibits

| Exhibit Number | Exhibit Description |
|----------------|---|
| 4(a) | Diebold, Incorporated 1991 Equity and Performance Incentive Plan (as Amended and Restated as April 13, 2009) (filed as Exhibit 10.1 to the Registrant's Current Report of Form 8-K, filed April 29, 2009, and incorporated herein by reference (File No. 001-04879)). |
| 4(b) | Amended and Restated Articles of Incorporation of the Registrant (filed as Exhibit 3.1(i) to the Registrant's Annual Report on Form 10-K for the year ended December 31, 1994, and incorporated herein by reference (File No. 001-04879)). |
| 4(c) | Certificate of Amendment by Shareholders to Amended Articles of Incorporation of the Registrant (filed as Exhibit 3.2 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 1996, and incorporated herein by reference (File No. 001-04879)). |
| 4(d) | Certificate of Amendment to Amended Articles of Incorporation of the Registrant (filed as Exhibit 3.3 to Registrant's Annual Report on Form 10-K for the year ended December 31, 2008, and incorporated herein by reference (File No. 001-04879)). |
| 4(e) | Code of Regulations of the Registrant (filed as Exhibit 3.1(ii) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2007, and incorporated herein by reference (File No. 001-04879)). |
| 5 | Opinion of Counsel. |

| Exhibit Number | Exhibit Description |
|-------------------|----------------------|
| 23 | Consent of KPMG LLP. |
| 24 | Power of Attorney. |

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cleveland, State of Ohio, on September 21, 2009.

DIEBOLD, INCORPORATED

By: /s/ Warren W. Dettinger
Warren W. Dettinger
Vice President and General Counsel

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated as of September 21, 2009.

| Signature | Title |
|--|---|
| /s/ Thomas W. Swidarski Thomas W. Swidarski | President, Chief Executive Officer and Director (Principal Executive Officer) |
| /s/ Leslie A. Pierce Leslie A. Pierce | Vice President, Interim Chief Financial Officer and Controller (Principal Financial and Accounting Officer) |
| /s/ John N. Lauer John N. Lauer | Director |
| /s/ Phillip R. Cox Phillip R. Cox | Director |
| /s/ Richard R. Crandall Richard R. Crandall | Director |
| /s/ Gale S. Fitzgerald Gale S. Fitzgerald | Director |
| /s/ Phillip B. Lassiter Phillip B. Lassiter | Director |
| /s/ Eric J. Roorda Eric J. Roorda | Director |

Signature

/s/ Henry D. G. Wallace

Henry D. G. Wallace

Title

Director

/s/ Alan J. Weber

Alan J. Weber

Director

* This registration statement has been signed on behalf of the above officer and directors pursuant to a power of attorney filed as Exhibit 24 to this registration statement.

DATED: September 21, 2009

By: /s/ Warren W. Dettinger
Warren W. Dettinger
Attorney-in-Fact

EXHIBIT INDEX

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