

DIEBOLD INC  
Form DEFA14A  
March 10, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**SCHEDULE 14A  
(RULE 14a-101)  
SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. )

Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-12

Diebold, Incorporated  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

- o Fee paid previously with preliminary materials.
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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***DIEBOLD, INCORPORATED***  
**\*\* IMPORTANT NOTICE \*\***  
**Regarding the Availability of Proxy Materials**

You are receiving this communication because you hold shares in the above company, and the materials you should review before you cast your vote are now available

**This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.**

*ATTN C HESSE*

*5995 MAYFAIR ROAD*

*P.O BOX 3077*

*NORTH CANTON OH 44720-8077*

**Shareholder Meeting to be held on 04/23/09**

**Proxy Materials Available**

Notice and Proxy Statement

Annual Report to Shareholders

Proxy Card

The Proxy Statement and Annual Report to Shareholders are available at [www.proxyvote.com](http://www.proxyvote.com)

**PROXY MATERIALS VIEW OR RECEIVE**

**If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge for you for requesting a copy. Please make your request for a copy as instructed below on or before April 9, 2009 to facilitate timely delivery.**

**HOW TO VIEW MATERIALS VIA THE INTERNET**

Have the 12 Digit Control Number available and visit: [www.proxyvote.com](http://www.proxyvote.com)

**HOW TO REQUEST A COPY OF MATERIALS**

- 1) BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)
- 2) BY TELEPHONE - 1-800-579-1639
- 3) BY E-MAIL\* - [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\*If requesting materials by e-mail, please send a blank e-mail with the 12 Digit Control Number (located on the following page) in the subject line.

***See the Reverse Side for Meeting Information and Instructions on How to Vote***

**Meeting Information**

Meeting Type: Annual  
Meeting Date: 04/23/09  
Meeting Time: 10:00 A.M., ET  
For holders as of: 02/27/09

**Meeting Location:**

Sheraton Suites  
1989 Front Street  
Cuyahoga Falls, Ohio 44221

**How To Vote**

**Vote In Person**

Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

**Voting items**

**The Board of Directors recommends a vote FOR these items.**

1 To elect nine Directors

**Nominees:**

- |                         |                        |
|-------------------------|------------------------|
| 01) Phillip R Cox       | 06) Eric J Roorda      |
| 02) Richard L. Crandall | 07) Thomas W Swidarski |
| 03) Gale S. Fitzgerald  | 08) Henry D.G Wallace  |
| 04) Phillip B. Lassiter | 09) Alan J Weber       |
| 05) John N. Lauer       |                        |

2 To ratify the appointment of KPMG LLP as the Company's independent auditors for the year 2009

3 To approve the Company's Amended and Restated 1991 Equity and Performance Incentive Plan