

KERR ALAN
Form 4
February 15, 2018

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 *
KERR ALAN

2. Issuer Name and Ticker or Trading Symbol
DIEBOLD NIXDORF, Inc [DBD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/13/2018

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

SVP, Software

C/O DIEBOLD NIXDORF, INCORPORATED, 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)	
			Code	V	Amount or (D) Price			
Common Shares	02/13/2018		A		2,724 (1)	A	\$ 0 37,111 (2)	D
Common Shares	02/13/2018		F		1,021 (1)	D	\$ 14.3 36,090 (2)	D

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

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(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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option <u>(3)</u>	\$ 38.02					08/04/2015	08/03/2024	Common Stock	7,751
Non-Qualified Stock Option <u>(3)</u>	\$ 32.33					02/05/2016	02/04/2025	Common Shares	22,735
Non-Qualified Stock Option <u>(3)</u>	\$ 27.39					02/03/2017	02/02/2026	Common Shares	23,744
Non-Qualified Stock Options <u>(3)</u>	\$ 26.6					02/08/2018	02/07/2027	Common Shares	44,408
Non-Qualified Stock Option <u>(4)</u>	\$ 18.75					02/01/2019	02/01/2028	Common Shares	23,227

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KERR ALAN
C/O DIEBOLD NIXDORF, INCORPORATED
5995 MAYFAIR ROAD
NORTH CANTON, OH 44720

SVP, Software

Signatures

Mary M. Swann, Attorney in fact for Alan Kerr

02/15/2018

__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) Reflects delivery of shares earned under the 2015-2017 performance-based deferred shares award and withholding of shares pursuant to tax withholding right.
- (2) Number includes restricted stock units.
- (3) Granted under the 1991 Equity and Performance Incentive Plan; option is generally exercisable in annual increments of 1/3, 1/3, 1/3 beginning one year from the date of grant.
- (4) Granted under the 2017 Equity and Performance Incentive Plan; option is generally exercisable in annual increments of 1/3, 1/3, 1/3 beginning one year from the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.