

Chapman Christopher A.
 Form 4
 February 12, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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 *
 Chapman Christopher A.

(Last) (First) (Middle)

C/O DIEBOLD NIXDORF,
 INCORPORATED, 5995 MAYFAIR
 ROAD

(Street)

NORTH CANTON, OH 44720

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

DIEBOLD NIXDORF, Inc [DBD]

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

02/08/2018

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)
 Interim CEO and CFO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | | | | | 309 | I | 401(k) ⁽¹⁾ |
| Common Shares | 02/08/2018 | | F | 2,798 ⁽²⁾ | \$ 15.85 | D | 66,355 ⁽³⁾ |

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

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SEC 1474 (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>(4)</u> | \$ 47.27 | | | | | 02/14/2008 02/13/2017 | Common Stock 1,250 |
| Non-Qualified Stock Option <u>(4)</u> | \$ 24.79 | | | | | 02/11/2010 02/10/2019 | Common Stock 1,250 |
| Non-Qualified Stock Option <u>(4)</u> | \$ 27.88 | | | | | 02/11/2011 02/10/2020 | Common Stock 2,500 |
| Non-Qualified Stock Option <u>(4)</u> | \$ 32.67 | | | | | 02/10/2012 02/09/2021 | Common Stock 7,000 |
| Non-Qualified Stock Option <u>(4)</u> | \$ 34.89 | | | | | 02/08/2013 02/07/2022 | Common Stock 9,500 |
| Non-Qualified Stock Option <u>(5)</u> | \$ 29.87 | | | | | 02/06/2014 02/05/2023 | Common Stock 7,540 |
| Non-Qualified Stock Option <u>(5)</u> | \$ 34.13 | | | | | 02/12/2015 02/11/2024 | Common Stock 10,166 |
| Non-Qualified Stock Option <u>(5)</u> | \$ 32.33 | | | | | 02/05/2016 02/04/2025 | Common Shares 37,445 |
| Non-Qualified Stock Option <u>(5)</u> | \$ 27.39 | | | | | 02/03/2017 02/02/2026 | Common Shares 55,866 |
| Non-Qualified Stock Options <u>(5)</u> | \$ 26.6 | | | | | 02/08/2018 02/07/2027 | Common Shares 75,658 |

| | | | | | |
|--------------------------------------|----------|------------|------------|------------------|--------|
| Non-Qualified Stock Option (6) | \$ 18.75 | 02/01/2019 | 02/01/2028 | Common Shares | 39,572 |
|--------------------------------------|----------|------------|------------|------------------|--------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Chapman Christopher A. C/O DIEBOLD NIXDORF, INCORPORATED 5995 MAYFAIR ROAD NORTH CANTON, OH 44720 | | | Interim CEO and CFO | |

Signatures

| | |
|---|------------|
| Mary M. Swann, Attorney-in-fact for Christopher A. Chapman | 02/12/2018 |
| <u> </u> **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 current statement; fractional shares omitted.
- (2) Shares withheld pursuant to exercise of tax withholding right under the 2017 Equity and Performance Incentive Plan - Restricted Share Award
- (3) Number includes restricted stock units.
- (4) Granted under the 1991 Equity and Performance Incentive Plan; option is generally exercisable in annual increments of 25% beginning one year from date of grant.
- (5) 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.
- (6) 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.