

Heyden Olaf Robert
 Form 4
 May 02, 2019

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 *
 Heyden Olaf Robert

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)
 C/O DIEBOLD NIXDORF,
 INCORPORATED, 5995 MAYFAIR
 RD.

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/02/2019

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

(Street)
 NORTH CANTON, OH 44720

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

(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) | Price | | |
| | | | | Code | V | Amount | |
| Common Shares | | | | | | 1,000 | I By Spouse |
| Common Shares | 05/02/2019 | | P | 7,350 | A | \$ 9.12 | 146,552 ⁽²⁾ |
| | | | | | | <u>(1)</u> | D |
| Common Shares | 05/02/2019 | | P | 4,900 | A | \$ 9.15 | 151,452 ⁽²⁾ |
| | | | | | | <u>(3)</u> | D |
| Common Shares | 05/02/2019 | | P | 7,750 | A | \$ 9.18 | 159,202 ⁽²⁾ |

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(4)

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

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(9-02)

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 Options <u>(5)</u> | \$ 26.6 | | | | | 02/08/2018 | 02/07/2027 | Common Shares | 49,650 |
| Non-Qualified Stock Option <u>(6)</u> | \$ 18.75 | | | | | 02/01/2019 | 02/01/2028 | Common Shares | 30,278 |
| Non-Qualified Stock Option <u>(6)</u> | \$ 4.08 | | | | | 01/29/2020 | 01/29/2029 | Common Shares | 47,407 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Heyden Olaf Robert
C/O DIEBOLD NIXDORF, INCORPORATED
5995 MAYFAIR RD.
NORTH CANTON, OH 44720

SVP, Services

Signatures

Jonathan B. Leiken, Attorney in fact for Olaf R Heyden

05/02/2019

__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) Original purchase price was EUR 8.164. USD amount based on the currency exchange rate for purchase date.
- (2) Number includes restricted stock units.
- (3) Original purchase price was EUR 8.192. USD amount based on the currency exchange rate for purchase date.
- (4) Original purchase price was EUR 8.212. USD amount based on the currency exchange rate for purchase date.
- (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.

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