

DIGI INTERNATIONAL INC

Form 4

February 14, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KRISHNAN SUBRAMANIAN

2. Issuer Name **and** Ticker or Trading
Symbol
DIGI INTERNATIONAL INC
[DGII]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
11001 BREN ROAD EAST
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/28/2007

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Senior V.P., CFO and Treasurer

MINNETONKA, MN 55343

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/12/2008		M		15,062	A	\$ 6.531 31,658.619
Common Stock	02/12/2008		M		19,938	A	\$ 10 51,596.619
Common Stock	02/12/2008		S		3,008	D	\$ 11.55 48,588.619
Common Stock	02/12/2008		S		31,992	D	\$ 11.5 16,596.619
Common Stock	09/28/2007		J ⁽¹⁾		289,006	A	\$ 12.317 16,885.625

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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)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 6.531	02/12/2008		M	15,062	<u>(2)</u> 02/24/2009	Common Stock	15,062
Stock Option (right to buy)	\$ 10	02/12/2008		M	19,938	<u>(4)</u> 01/11/2009	Common Stock	19,938

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KRISHNAN SUBRAMANIAN 11001 BREN ROAD EAST MINNETONKA, MN 55343	Senior V.P., CFO and Treasurer

Signatures

Subramanian
Krishnan 02/14/2008

 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) Employee Stock Purchase Plan acquisition.

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- (2) All shares are fully exercisable as of February 24, 2003.
- (3) Not applicable.
- (4) All shares are exercisable as of January 11, 2003.

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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