

DUNSMORE JOSEPH T

Form 4

August 25, 2009

**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

OMB  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DUNSMORE JOSEPH T

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)  
08/21/2009

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
Chairman, President and CEO

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	09/28/2007		J(1)		284.578	A	\$ 12.317
Common Stock	12/31/2007		J(1)		763.753	A	\$ 12.359
Common Stock	03/31/2008		J(1)		463.243	A	\$ 9.758
Common Stock	06/30/2008		J(1)		460.324	A	\$ 6.843
Common Stock	09/30/2008		J(1)		399.822	A	\$ 6.753

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Common Stock	12/31/2008	J <sup>(1)</sup>	899.998	A	\$ 6.847	12,453.571	D
Common Stock	03/31/2009	J <sup>(1)</sup>	504.403	A	\$ 6.583	12,957.974	D
Common Stock	06/30/2009	J <sup>(1)</sup>	506.288	A	\$ 6.477	13,464.262	D
Common Stock	08/21/2009	S	11,150.705	D	\$ 9.0056 (2)	2,313.557	D
Common Stock	08/24/2009	S	1.295	D	\$ 9.01	2,312.262	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DUNSMORE JOSEPH T 11001 BREN ROAD EAST MINNETONKA, MN 55343	X Chairman, President and CEO

## Signatures

/s/Joseph T.  
Dunsmore

08/25/2009

\_\_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.

Reflects the weighted average price of 11,152 shares of common stock of Digi International Inc. sold by reporting person in multiple transactions on August 21, 2009 with sale prices ranging from \$9.00 to \$9.06 per share. The reporting person undertakes to provide upon

(2) request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

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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