

Mueller Brenda L
 Form 3
 May 14, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Mueller Brenda L | | (Month/Day/Year) | DIGI INTERNATIONAL INC [DGII] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | | | |
| 11001 BREN ROAD EAST | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| MINNETONKA,Â MNÂ 55343 | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | Corp Cntrlr & Actg Fin Ofcr | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 7,313.793 ⁽¹⁾ | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|--------------------------------------|-------|------------|--------------|--------|----------|-------------------|---|
| Employee Stock Option (right to buy) | Â (2) | 06/11/2011 | Common Stock | 3,000 | \$ 9.01 | D | Â |
| Employee Stock Option (right to buy) | Â (2) | 09/28/2011 | Common stock | 3,339 | \$ 5.2 | D | Â |
| Employee Stock Option (right to buy) | Â (2) | 11/06/2012 | Common Stock | 5,000 | \$ 2.4 | D | Â |
| Employee Stock Option (right to buy) | Â (2) | 11/05/2013 | Common stock | 10,000 | \$ 9.65 | D | Â |
| Employee Stock Option (right to buy) | Â (2) | 11/22/2014 | Common Stock | 7,500 | \$ 14.74 | D | Â |
| Employee Stock Option (right to buy) | Â (3) | 11/28/2015 | Common Stock | 10,000 | \$ 12.73 | D | Â |
| Employee Stock Option (right to buy) | Â (4) | 11/27/2016 | Common Stock | 12,500 | \$ 13.41 | D | Â |
| Employee Stock Option (right to buy) | Â (5) | 11/27/2017 | Common Stock | 7,500 | \$ 15.23 | D | Â |
| Employee Stock Option (right to buy) | Â (6) | 11/25/2018 | Common Stock | 6,500 | \$ 8.49 | D | Â |
| Employee Stock Option (right to buy) | Â (7) | 11/24/2019 | Common Stock | 6,000 | \$ 8.03 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Mueller Brenda L 11001 BREN ROAD EAST MINNETONKA, MN 55343 | Â | Â | Â Corp Cntrlr & Actg Fin Ofcr | Â |

Signatures

/s/Brenda L. Mueller
05/14/2010

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) All shares purchased pursuant to an employee stock purchase plan.
- (2) Fully vested.
- (3) 25% of the option vested on November 28, 2006. The remaining shares of the option vest ratably each month over the next 3 years.

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- (4) 25% of the option vested on November 27, 2007. The remaining shares of the option vest ratably each month over the next 3 years.
- (5) 25% of the option vested on November 27, 2008. The remaining shares of the option vest ratably each month over the next 3 years.
- (6) 25% of the option vested on November 25, 2009. The remaining shares of the option vest ratably each month over the next 3 years.
- (7) 25% of the option will vest on November 24, 2010. The remaining shares of the option vest ratably each month over the next 3 years.

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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