

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Kraft Lawrence A</u> (Last) (First) (Middle) <u>11001 BREN ROAD EAST</u> (Street) <u>MINNETONKA MN 55343</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>DIGI INTERNATIONAL INC [DGII]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior VP Sales & Marketing</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/29/2011</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	04/29/2011		M		10,000	A	\$3.2	10,000	D	
Common Stock	04/29/2011		S		10,000	D	\$12.0317 ⁽¹⁾	0	D	
Common Stock	05/02/2011		M		3,323	A	\$3.2	3,323	D	
Common Stock	05/02/2011		S		3,323	D	\$11.7285	0	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy)	\$3.2	04/29/2011		M			10,000	(2)	02/13/2013	Common Stock	10,000	\$0	40,000	D	
Employee Stock Option (right to buy)	\$3.2	05/02/2011		M			3,323	(2)	02/13/2013	Common Stock	3,323	\$0	36,677	D	

Explanation of Responses:

- The price reported in Column 4 is the volume weighted average sale price. These Shares were sold in multiple transactions at prices ranging from \$11.93 to \$12.12. The reporting person undertakes to prove to Digi International, Inc., any security holder of Digi International Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the range set forth in this footnote (1) to Form 4.
- The option vested as to 25% of the shares on February 13, 2004, and thereafter in 36 equal installments.

/s/Joshua L.Colburn, Attorney-in-Fact 05/03/2011

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.