FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| l | OMB APPRO | VAL |
|---|------------------------|-----------|
| | OMB Number: | 3235-0287 |
| l | Estimated average burd | en |
| | hours per response: | 0.5 |
| | | |

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* Riley Kevin C. | | | | | | | 2. Issuer Name and Ticker or Trading Symbol DIGI INTERNATIONAL INC [DGII] | | | | | | | | | Owner r (specify | |
|---|--|---|--|--|--|--|--|--|---|--|--|--|--|--|--|--|--|--|
| (Last) (First) (Middle) 11001 BREN ROAD EAST | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 11/20/2014 | | | | | | | | ^ belo | pelow) below | | v) | |
| (Street) MINNETONKA MN 55343 (City) (State) (Zip) | | | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) 11/24/2014 | | | | | | | | e) <mark>X</mark> Forr Forr | vidual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | | | | | | | |
| Date | | | | | | Execution Date, if any | | | Transaction Disposed Of Code (Instr. 5) | | | | | Secur Benef Owner | ities icially d Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | | | Code | v | Amount | (A (C |) or) | Price | Transa | action(s) | | (111341. 4) | | | |
| Stock | /2014 | 2014 | | A | | 16,250 |) ⁽¹⁾ A | | \$0 | 43, | 898.814 | D | | | | | | |
| | Та | | | | | | | | | | | | | Owned | | | | |
| of ive Conversion or Exercise Price of Derivative Security 3. Transaction Date Execution Date, if any (Month/Day/Year) | | | Date, | Transa Code (I 8) | ransaction lode (Instr.) of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | Expiration (Month/E | Amoun or Numbe of | | tr. 3 | Derivative Security | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4) | Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
| | CONKA M (State of the content of th | CONKA MN (State) (State) (Table Stock Table Conversion or Exercise Price of Derivative (Month/Day/Year) | CONKA MN 55343 (State) (Zip) Table I - Noisecurity (Instr. 3) Stock Table II - I Conversion or Exercise Price of Derivative (Month/Day/Year) Stock 3. Transaction Date (Month/Day/Year) if any (Month/Day/Pear) | CONKA MN 55343 (State) (Zip) Table I - Non-Derive (Month/L) Stock 11/20 Table II - Derivat (e.g., ptop (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) | REN ROAD EAST ONKA MN (State) Table I - Non-Derivative Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Table II - Derivative S (e.g., puts, c) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 4. If 11/2 4. If 11/2 4. If 11/2 (Month/Day/Year) | REN ROAD EAST SONKA MN State) Table I - Non-Derivative Security (Instr. 3) Table II - Derivative Security (Instr. 3) | (State) (Zip) Table I - Non-Derivative Securities (Month/Day/Year) Table II - Derivative Securities (Month/Day/Year) Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year) 3. Transaction Or Exercise Price of Derivative Security 3. Deemed Execution Date, if any (Month/Day/Year) (A) O Dispo Of (D) Olispe Olive Oliv | (State) (Zip) Table I - Non-Derivative Securities Action Date (Month/Day/Year) Stock Table II - Derivative Securities Acque (e.g., puts, calls, warrants, for Exercise Price of Derivative Security (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (A Transaction Code (Instr. 8) (Month/Day/Year) (A) or Disposed of (D) (Instr. 3, 4 and 5) | (State) (Zip) Table I - Non-Derivative Securities Acquired, Month/Day/Year) Stock Table II - Derivative Securities Acquired, Month/Day/Year) Table II - Derivative Securities Acquired, Month/Day/Year) Stock Table II - Derivative Securities Acquired, Defending of Execution Date, if any (Month/Day/Year) Conversion or Exercise Price of Date (Month/Day/Year) Price of Date (Month/Day/Year) Security Security Securities Acquired, Derivative Securities Acquired, Dorivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Date Date | Table I - Non-Derivative Securities Acquired, Distecurity (Instr. 3) Table II - Derivative Securities Acquired, Distecurity (Instr. 3) Table II - Derivative Securities Acquired, Distecurity (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, cal | Table I - Non-Derivative Securities Acquired, Disposed of Code (Instr. 3) Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe Security 2. Transaction Date (Month/Day/Year) Stock Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe Securities Acquired (Month/Day/Year) 2. Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Date Exercisable and Execution Date (Month/Day/Year) 2. Date Exercisable and Execution Date (A) or Disposed of (D) (Instr. 3, 4 and 5) Date Expiration | Table I - Non-Derivative Securities Acquired, Disposed of, or Eacurity (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Eacurity (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Eacurity (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Eacurity (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Eacurities Acquired, Disposed of, or Eacurities Acquired, Disposed of, or Eacurities Acquired (A) or Derivative Securities Acquired (A) or Derivativ | 11/20/2014 11/ | 11/20/2014 11/ | (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) (Month/Day/Year) Execurity (Instr. 3) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 2. Transaction (Month/Day/Year) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 2. Transaction Date (Month/Day/Year) (Instr. 3, 4 and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 2. Transaction Date (Month/Day/Year) (Instr. 3, 4 and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 2. Transaction Date (Month/Day/Year) (Instr. 3, 4 and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 2. Transaction Date (Month/Day/Year) (Instr. 3, 4 and 4) Table II - Derivative Securities (Month/Day/Year) (Instr. 3, 4 and 4) Table II - Non-Derivative Securities (Month/Day/Year) (Instr. 3, 4 and 4) | Conversion or Cearrise Conversion Code (Instr. 3, 4 and 5) 11/20/2014 | 11/20/2014 Senior Vice President, Sal Senior Vice Victor | |

Explanation of Responses:

1. Restricted stock units scheduled to vest in four substantially equal installments on each of November 20, 2015, 2016, 2017 and 2018 unless earlier accelerated or terminated pursuant to their terms.

/s/ Joshua L. Colburn, Attorney-in-Fact

01/30/2015

** 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.