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## 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

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

OMB APPRO	VAL
OMB Number:	3235-0287
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hours per response:	0.5

1. Name and A SMITH S	ddress of Reporting I ALLY J	Person*	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>DIGI INTERNATIONAL INC</u> [ DGII ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
	(First) LSIOR BLVD	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/04/2020	Officer (give title Other (specify below) below)				
SUITE 700			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street) HOPKINS	MN	55343		X 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)	Code (Instr.					5. Amount of Securities Beneficially Owned Following Reported	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			Transaction(s) (Instr. 3 and 4)		(1130.4)
Common Stock	02/04/2020		Α		7,638(1)	Α	\$ <mark>0</mark>	30,052	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)		staction of Derivative Security (Instr. 3, 4 and 5) Expiration Date (Month/Day/Year) Derivative Security (Instr. 3, 4 and 5)		Expiration Date		Expiration Date Amount of (Month/Day/Year) Securities Underlying Derivative Security (Instr. 3		Following Reported Transaction(s)	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	Amount or Number of Shares				

Explanation of Responses:

1. Restricted stock units scheduled to vest on the date immediately preceding the issuer's next annual meeting of stockholders unless earlier accelerated or terminated pursuant to their terms.

<u>/s/ Joshu</u>	ia L. Col	burn, a	<u>attorney-</u>	02/06/2020
<u>in-fact</u>				02/00/2020

\*\* 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.