

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

OMB APPROVAL	
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1. Name and Address of Reporting Person * <u>KRISHNAN SUBRAMANIAN</u> (Last) (First) (Middle) 11001 BREN ROAD EAST (Street) MINNETONKA MN 55343 (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 V.P., CFO and Treasurer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/10/2010	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	02/10/2010		M		6,375	A	\$5.75	28,292.94 ⁽¹⁾	D	
Common Stock	02/10/2010		S		6,375 ⁽²⁾	D	\$9.5132 ⁽³⁾	21,917.94	D	
Common Stock	02/11/2010		M		52,424	A	\$5.75	74,341.94	D	
Common Stock	02/11/2010		S		52,424 ⁽²⁾	D	\$9.2845 ⁽⁴⁾	21,917.94	D	
Common Stock	02/12/2010		M		23,140 ⁽²⁾	A	\$5.75	45,057.94	D	
Common Stock	02/12/2010		S		23,140	D	\$9.4805 ⁽⁵⁾	21,917.94	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
Stock Option (right to buy)	\$5.75	02/10/2010		M			6,375	04/27/2004	04/27/2010	Common Stock	6,375	\$0	78,625	D	
Stock Option (right to buy)	\$5.75	02/11/2010		M			52,424	04/27/2004	04/27/2010	Common Stock	52,424	\$0	26,201	D	
Stock Option (right to buy)	\$5.75	02/12/2010		M			23,140	04/27/2004	04/27/2010	Common Stock	23,140	\$0	3,061	D	

Explanation of Responses:

- Includes a total of 2,937,994 shares of Common Stock the reporting person acquired during 2009 through the Digi International Inc. Employee Stock Purchase Plan in transactions exempt under Rule 16b-3(c) with prices ranging from \$6.583 to \$7.263.
- The shares reported as being sold represent a portion of the 85,000 shares of Common Stock that may be acquired and sold upon the exercise of a stock option that expires on April 27, 2010.
- Reflects the weighted average price of 6,375 shares of Common Stock of Digi International Inc. sold by the reporting person in multiple transactions on February 10, 2010 with sale prices ranging from \$9.45 to \$9.56 per share. The reporting person undertakes to provide upon 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 purchased or sold at each separate price.
- Reflects the weighted average price of 52,424 shares of Common Stock of Digi International Inc. sold by the reporting person in multiple transactions on February 11, 2010 with sale prices ranging from \$9.21 to \$9.36 per share. The reporting person undertakes to provide upon 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 purchased or sold at each separate price.
- Reflects the weighted average price of 23,140 shares of Common Stock of Digi International Inc. sold by the reporting person in multiple transactions on February 12, 2010 with sale prices ranging from \$9.41 to \$9.60 per share. The reporting person undertakes to provide upon 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 purchased or sold at each separate price.

/s/ Julie M. Regnier, Attorney-in-Fact for Subramanian 02/12/2010
Krishnan

** 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.