1. Title

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).
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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 APPR							
OMB Number:	3235-0287						
Estimated average bur	den						
hours per response.	0.5						

1. Name and Addr Priesmeyer	1 0	Person*	2. Issuer Name and Ticker or Trading Symbol <u>DIGI INTERNATIONAL INC</u> [DGII]		ationship of Reporting P k all applicable) Director	erson(s) to Issuer 10% Owner
(Last) 18326 JOPLIN	(Last) (First) (Middle) 18326 JOPLIN STREET		3. Date of Earliest Transaction (Month/Day/Year) 01/23/2007		Officer (give title below)	Other (specify below)
(Street)		55330-1773	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line) X	vidual or Joint/Group Fil Form filed by One Re Form filed by More th Person	eporting Person
(City)	(State)	(Zip)	vative Securities Acquired, Disposed of, or Ben	eficially	Owned	

e of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (I 8)	ction	Disposed Of (Disposed Of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)

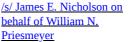
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(oigi, paro, cano, maranto, optiono, contentible cocaritico)															
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. Transa Code (8)		of		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	Amount or Number of Shares				
Stock Option (right to buy)	\$12.46	01/23/2007		A		9,500		(1)	01/23/2017	Common Stock	9,500	(2)	9,500	D	
Stock Option (right to buy)	\$12.46	01/23/2007		A		3,500		(1)	01/23/2017	Common Stock	3,500	(2)	3,500	D	

Explanation of Responses:

1. The option vests in full on the date of the 2008 Annual Meeting of Stockholders.

2. Not applicable.



01/24/2007

** Signature of Reporting Person

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.

on Date