

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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>Kraft Lawrence A</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 VP Marketing</u>
	3. Date of Earliest Transaction (Month/Day/Year) 05/17/2013	
		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	05/17/2013		M		20,000	A	\$8.49	20,000	D	
Common Stock	05/17/2013		S		20,000	D	\$9.5054 ⁽¹⁾	0	D	
Common Stock	05/20/2013		M		2,000	A	\$8.49	2,000	D	
Common Stock	05/20/2013		S		2,000	D	\$9.6705 ⁽²⁾	0	D	
Common Stock	05/21/2013		M		16,275	A	\$8.49	16,275	D	
Common Stock	05/21/2013		S		16,275	D	\$9.5192 ⁽³⁾	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
Stock Option (Right to Buy)	\$8.49	05/17/2013		M			20,000	11/25/2012	11/25/2018	Common Stock	20,000	\$0.00	30,000	D	
Stock Option (Right to Buy)	\$8.49	05/20/2013		M			2,000	11/25/2012	11/25/2018	Common Stock	2,000	\$0.00	28,000	D	
Stock Option (Right to Buy)	\$8.49	05/21/2013		M			16,275	11/25/2012	11/25/2018	Common Stock	16,275	\$0.00	11,725	D	

Explanation of Responses:

- Reflects the weighted average price of 20,000 shares of common stock of Digi International Inc. sold by the reporting person in multiple transactions on May 17, 2013 with sale prices ranging from \$9.45 to \$9.5501 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 sold at each separate price.
- Reflects the weighted average price of 2,000 shares of common stock of Digi International Inc. sold by the reporting person in multiple transactions on May 20, 2013 with sale prices ranging from \$9.65 to \$9.71 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 sold at each separate price.
- Reflects the weighted average price of 2,000 shares of common stock of Digi International Inc. sold by the reporting person in multiple transactions on May 21, 2013 with sale prices ranging from \$9.50 to \$9.602 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 sold at each separate price.

/s/ Joshua L. Colburn,
Attorney-in-Fact 05/21/2013

** 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.