

**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 |
| Estimated average burden hours per response: | 0.5       |

|   |   |  |
|---|---|--|
| 1. Name and Address of Reporting Person*<br><u>MOROZ MYKOLA</u><br><br>(Last) (First) (Middle)<br>4160 DALLAS LANE NORTH<br><br>(Street)<br>PLYMOUTH MN 55446<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>DIGI INTERNATIONAL INC [ DGII ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director 10% Owner<br><br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>01/17/2004                        |  |
|   |   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br>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                    | 11/16/2004                           |  | M                              |   | 2,435   | A          | \$13.125 | 9,971   | D  |   |
| Common Stock                    | 11/16/2004                           |  | S                              |   | 2,435   | D          | \$15.25  | 7,536   | D  |   |
| Common Stock                    | 11/17/2004                           |  | M                              |   | 3,750   | A          | \$13.125 | 11,286  | D  |   |
| Common Stock                    | 11/17/2004                           |  | M                              |   | 7,500   | A          | \$6.688  | 18,786  | D  |   |
| Common Stock                    | 11/17/2004                           |  | M                              |   | 7,500   | A          | \$6.13   | 26,286  | D  |   |
| Common Stock                    | 11/17/2004                           |  | S                              |   | 4,067   | D          | \$15.3   | 22,219  | D  |   |
| Common Stock                    | 11/17/2004                           |  | S                              |   | 933   | D          | \$15.34  | 21,286  | D  |   |
| Common Stock                    | 01/17/2004                           |  | S                              |   | 3,998   | D          | \$15.35  | 17,288  | D  |   |
| Common Stock                    | 11/17/2004                           |  | S                              |   | 400   | D          | \$15.39  | 16,888  | D  |   |
| Common Stock                    | 11/17/2004                           |  | S                              |   | 6,350   | D          | \$15.4   | 10,538  | D  |   |
| Common Stock                    | 11/17/2004                           |  | S                              |   | 700   | D          | \$15.42  | 9,838   | D  |   |
| Common Stock                    | 11/17/2004                           |  | S                              |   | 300   | D          | \$15.43  | 9,538   | D  |   |
| Common Stock                    | 11/17/2004                           |  | S                              |   | 202   | D          | \$15.45  | 9,336   | D  |   |
| Common Stock                    | 11/17/2004                           |  | S                              |   | 600   | D          | \$15.46  | 8,736   | D  |   |
| Common Stock                    | 11/17/2004                           |  | S                              |   | 1,200   | D          | \$15.49  | 7,536   | 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 |   |  |  |   |  |
| Stock Option (right to buy)                | \$13.125   | 11/16/2004                           |  | M                              |   | 2,435  |     | 01/24/2001   | 01/26/2010      | Common Stock  | 2,435                                      | (I)  | 3,750   | D  |
| Stock Option (right to buy)                | \$13.125   | 11/17/2004                           |  | M                              |   | 3,750  |     | 01/24/2001   | 01/26/2010      | Common Stock  | 3,750                                      | (I)  | 0   | D  |
| Stock Option (right to buy)                | \$6.688  | 11/17/2004                           |  | M                              |   | 7,500  |     | 01/23/2002   | 01/24/2011      | Common Stock  | 7,500                                      | (I)  | 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   | Amount or Number of Shares |  |  |   |  |
| Stock Option (right to buy)                | \$6.13   | 11/17/2004                           |  | M                              |   | 7,500  |     | 01/22/2003   | 01/23/2012      | Common Stock  | 7,500                      | (1)  | 0  | D   |  |

**Explanation of Responses:**

1. Not applicable.

/s/ Amy C. Seidel on behalf of 11/17/2004  
Mykola Moroz

\*\* 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.**