

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>Konezny Ronald</u> _____ (Last) (First) (Middle) 9350 EXCELSIOR BLVD SUITE 700 _____ (Street) HOPKINS 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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 12/06/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/06/2021		M		325,000	A	\$8.3	704,465.764	D	
Common Stock	12/06/2021		M		131,250	A	\$12.63	835,715.764	D	
Common Stock	12/06/2021		M		131,250	A	\$13.5	966,965.764	D	
Common Stock	12/06/2021		M		125,000	A	\$10.325	1,091,965.764	D	
Common Stock	12/06/2021		F		519,904 ⁽¹⁾	D	\$22.76	572,061.764	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
Employee Stock Option (right to buy)	\$8.3	12/06/2021		M			325,000	(2)	12/17/2024	Common Stock	325,000	\$0	0	D	
Employee Stock Option (right to buy)	\$12.63	12/06/2021		M			131,250	(2)	11/19/2023	Common Stock	131,250	\$0	0	D	
Employee Stock Option (right to buy)	\$13.5	12/06/2021		M			131,250	(2)	11/21/2024	Common Stock	131,250	\$0	0	D	
Employee Stock Option (right to buy)	\$10.325	12/06/2021		M			125,000	(2)	11/28/2024	Common Stock	125,000	\$0	0	D	

Explanation of Responses:

- 1. Represents shares forfeit to satisfy exercise price and tax withholding obligations in connection with a net exercise of options for 325,000 shares, 131,250 shares, 125,000 shares, and 131,250 shares.
- 2. Fully vested.

/s/ Joshua L. Colburn, attorney-in-fact for Ronald E. Konezny 12/08/2021
 ** 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.

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