

DIGI INTERNATIONAL INC
Form 4
February 14, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
KRISHNAN SUBRAMANIAN

2. Issuer Name and Ticker or Trading Symbol
DIGI INTERNATIONAL INC [DGII]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
11001 BREN ROAD EAST

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/28/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior V.P., CFO and Treasurer

MINNETONKA, MN 55343

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 or Price		
Common Stock	02/12/2008		M		15,062 A \$ 6.531	31,658.619	D
Common Stock	02/12/2008		M		19,938 A \$ 10	51,596.619	D
Common Stock	02/12/2008		S		3,008 D \$ 11.55	48,588.619	D
Common Stock	02/12/2008		S		31,992 D \$ 11.5	16,596.619	D
Common Stock	09/28/2007		J ⁽¹⁾		289.006 A \$ 12.317	16,885.625	D

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- (2) All shares are fully exercisable as of February 24, 2003.
- (3) Not applicable.
- (4) All shares are exercisable as of January 11, 2003.

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