

KRISHNAN SUBRAMANIAN  
Form 4  
February 10, 2009

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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)  
02/06/2009

\_\_\_\_ 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  | Price  |   |
| Common Stock                    | 03/31/2008                           |  | J <sup>(1)</sup>               |   | 769.419   | A \$ 9.758   | 17,655.044 D  |
| Common Stock                    | 06/30/2008                           |  | J <sup>(1)</sup>               |   | 950.162   | A \$ 6.843   | 18,605.206 D  |
| Common Stock                    | 09/30/2008                           |  | J <sup>(1)</sup>               |   | 374.74  | A \$ 6.753   | 18,979.946 D  |
| Common Stock                    | 02/06/2009                           |  | M                              |   | 20,000  | A \$ 2.4   | 38,979.946 D  |
| Common Stock                    | 02/06/2009                           |  | S                              |   | 20,000  | D \$ 8.2745  | 18,979.946 D  |
|                                 |                                      |  |                                |   |   | <u>(2)</u>   |   |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|-----------------|---|----------------------------|
|  |  |                                      |  |                                | V   | (A) (D) | Date Exercisable   | Expiration Date |   |                            |
| Common Stock (right to buy)                | \$ 2.4   | 02/06/2009                           |  | M                              |   | 20,000  | 11/05/2003   | 11/05/2012      | Common Stock  | 20,000                     |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| KRISHNAN SUBRAMANIAN<br>11001 BREN ROAD EAST<br>MINNETONKA, MN 55343 |               |           | Senior V.P., CFO and Treasurer |       |

## Signatures

Joel C. Johnson, as attorney-in-fact for Subramanian Krishnan 02/10/2009

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* 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).

(1) Employee Stock Purchase Plan acquisition.

(2) 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 February 6, 2009 with sale prices ranging from \$8.20 to \$8.48 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 purchased or sold at each separate price.

(3) Not applicable.

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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