

DUNSMORE JOSEPH T
 Form 4
 August 25, 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 *
 DUNSMORE JOSEPH T

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)
 08/21/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, President and CEO

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	(A) or (D)	Price
Common Stock	09/28/2007		J(1)		284.578	A	\$ 12.317
Common Stock	12/31/2007		J(1)		763.753	A	\$ 12.359
Common Stock	03/31/2008		J(1)		463.243	A	\$ 9.758
Common Stock	06/30/2008		J(1)		460.324	A	\$ 6.843
Common Stock	09/30/2008		J(1)		399.822	A	\$ 6.753
							11,553.573
							11,153.751
							10,693.427
							9,466.431

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Common Stock	12/31/2008	J ⁽¹⁾	899.998	A	\$ 6.847	12,453.571	D
Common Stock	03/31/2009	J ⁽¹⁾	504.403	A	\$ 6.583	12,957.974	D
Common Stock	06/30/2009	J ⁽¹⁾	506.288	A	\$ 6.477	13,464.262	D
Common Stock	08/21/2009	S	11,150.705	D	\$ 9.0056 <u>(2)</u>	2,313.557	D
Common Stock	08/24/2009	S	1.295	D	\$ 9.01	2,312.262	D

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUNSMORE JOSEPH T 11001 BREN ROAD EAST MINNETONKA, MN 55343	X		Chairman, President and CEO	

Signatures

/s/Joseph T.
Dunsmore

08/25/2009

__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.

Reflects the weighted average price of 11,152 shares of common stock of Digi International Inc. sold by reporting person in multiple transactions on August 21, 2009 with sale prices ranging from \$9.00 to \$9.06 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.

(2)

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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