

Roberts Tracy L.
Form 4
November 21, 2018

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

OMB APPROVAL

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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 *
Roberts Tracy L.

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)
11/19/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Technology Services

MINNETONKA, MN 55343
(City) (State) (Zip)

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

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	11/19/2018		F		455	D	\$ 11.94
Common Stock	11/20/2018		F		478	D	\$ 11.87
Common Stock	11/20/2018		A		6,533 (1)	A	\$ 0
Common Stock	11/21/2018		M		2,401	A	\$ 8.49
Common Stock	11/21/2018		S		2,401	D	\$ 11.8621 (2)

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Reflects the weighted average price of 2,401 shares of common stock of Digi International Inc. sold by the reporting person in multiple transactions on November 21, 2018 with sale prices ranging from \$11.86 to \$11.89 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.

- (3) The option vests as to 25% of the shares on November 20, 2019 and thereafter in 36 monthly installments.
- (4) Fully vested.

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