McDonald WIlliam Martin
Form 3
July 23, 2008

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â McDonald WIlliam Martin
(Last) (First) (Middle)

266 EAST 7TH STREET, FLOOR 4
(Street)

ST. PAUL,Â MNÂ 55101
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
07/14/2008

3. Issuer Name **and** Ticker or Trading Symbol
Digitiliti Inc [DIGI.PK]

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
Chief Financial Officer

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

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

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

						(Instr. 5)	
Options [(1)]	04/17/2008	04/17/2018	Common Stock	150,000	$ 0.385	D	Â
Options [(2)]	07/23/2007	07/23/2017	Common Stock	150,000	$ 0.35	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McDonald WIlliam Martin 266 EAST 7TH STREET, FLOOR 4 ST. PAUL,Â MNÂ 55101	Â	Â	Â Chief Financial Officer	Â

Signatures

/s/ William M McDonald	07/23/2008
[**]Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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) On April 17, 2008, Mr. McDonald was granted an option to purchase 150,000 shares of common stock of the Company at a purchase price per share of $0.385, 4,166.67 of which vested on May 17, 2008 and an additional 4,166.67 shares of which will vest per month for the next 35 consecutive months.

(2) On July 23, 2007, Mr. McDonald was granted an option to purchase 150,000 shares of common stock of the Company at a purchase price per share of $0.35, 50,000 of which vested on June 28, 2008 and an additional 4,166.67 shares of which will vest per month for the next 24 consecutive months.

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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