

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  
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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)  
 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 <sup>(1)</sup>		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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