

DUNSMORE JOSEPH T
Form 4
August 25, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 |
| | | | | | | | 10,230.184 |
| | | | | | | | 9,466.431 |

Edgar Filing: DUNSMORE JOSEPH T - Form 4

| | | | | | | | |
|--------------|------------|------------------|------------|---|-------------------------|------------|---|
| 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.

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.

SEC 1474
(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.

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