

DIGI INTERNATIONAL INC
 Form 4
 May 30, 2008

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 *
 NAWAZ AHMED

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)

3. Date of Earliest Transaction (Month/Day/Year)
 05/27/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

11001 BREN ROAD EAST

(Street)

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

MINNETONKA, MN 55343

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/27/2008 | | P | | 995 | A | \$ 8.68 |
| Common Stock | 05/27/2008 | | P | | 3,900 | A | \$ 8.69 |
| Common Stock | 05/27/2008 | | P | | 6,200 | A | \$ 8.7 |
| Common Stock | 05/27/2008 | | P | | 600 | A | \$ 8.71 |
| Common Stock | 05/27/2008 | | P | | 2,300 | A | \$ 8.72 |

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| | | | | | | | |
|--------------|------------|---|-------|---|---------|--------|---|
| Common Stock | 05/27/2008 | P | 1,000 | A | \$ 8.73 | 14,995 | D |
| Common Stock | 05/27/2008 | P | 200 | A | \$ 8.74 | 15,195 | D |
| Common Stock | 05/27/2008 | P | 100 | A | \$ 8.77 | 15,295 | D |
| Common Stock | 05/27/2008 | P | 300 | A | \$ 8.82 | 15,595 | D |
| Common Stock | 05/27/2008 | P | 100 | A | \$ 8.83 | 15,695 | D |
| Common Stock | 05/27/2008 | P | 200 | A | \$ 8.85 | 15,895 | D |
| Common Stock | 05/27/2008 | P | 210 | A | \$ 8.87 | 16,105 | D |
| Common Stock | 05/27/2008 | P | 3,895 | A | \$ 8.88 | 20,000 | D |
| Common Stock | 05/28/2008 | P | 100 | A | \$ 8.72 | 20,100 | D |
| Common Stock | 05/28/2008 | P | 600 | A | \$ 8.73 | 20,700 | D |
| Common Stock | 05/28/2008 | P | 500 | A | \$ 8.74 | 21,200 | D |
| Common Stock | 05/28/2008 | P | 1,200 | A | \$ 8.75 | 22,400 | D |
| Common Stock | 05/28/2008 | P | 300 | A | \$ 8.76 | 22,700 | D |
| Common Stock | 05/28/2008 | P | 1,700 | A | \$ 8.77 | 24,400 | D |
| Common Stock | 05/28/2008 | P | 200 | A | \$ 8.78 | 24,600 | D |
| Common Stock | 05/28/2008 | P | 200 | A | \$ 8.79 | 24,800 | D |
| Common Stock | 05/28/2008 | P | 100 | A | \$ 8.81 | 24,900 | D |
| Common Stock | 05/28/2008 | P | 600 | A | \$ 8.83 | 25,500 | D |
| Common Stock | 05/28/2008 | P | 400 | A | \$ 8.84 | 25,900 | D |
| Common Stock | 05/28/2008 | P | 600 | A | \$ 8.86 | 26,500 | D |
| | 05/28/2008 | P | 100 | A | | 26,600 | D |

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).

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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