DIGI INTERNATIONAL INC

Form 4

November 24, 2014

FORM 4	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Workington, D.C. 20540
	Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations

may continue. See Instruction

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

(Print or Type Responses)

1(b).

(Last)

(City)

1. Name and Address of Reporting Person * Sampsell David H.

2. Issuer Name and Ticker or Trading Symbol

DIGI INTERNATIONAL INC [DGII]

3. Date of Earliest Transaction

(First)

11001 BREN ROAD EAST

(Middle)

(Zip)

(Street)

(State)

11/20/2014 4. If Amendment, Date Original

Filed(Month/Day/Year)

(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

VP, Gen. Counsel & Corp. Sec.

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 Acquired, Disposed of, or Beneficially Owned

MINNETONKA, MN 55343

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

Form: Direct (D) or Indirect (I) (Instr. 4)

6. Ownership 7. Nature of Indirect Beneficial Ownership (Instr. 4)

(A) Transaction(s) (Instr. 3 and 4)

18,750

or Code V Amount (D) Price

Common 11/20/2014 Stock

6,250 A A \$0 (1)

D

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day)	ate	7. Title and Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 7.4	11/20/2014		A	12,500	<u>(2)</u>	11/20/2024	Common Stock	12,500

Reporting Owners

Reporting Owner Name / Address	Retutionipo				
	Director	10% Owner	Officer	Other	

Sampsell David H. 11001 BREN ROAD EAST MINNETONKA, MN 55343

VP, Gen. Counsel & Corp. Sec.

Relationshins

Signatures

/s/ Joshua L. Colburn, Attorney-in-Fact

**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) Restricted stock units scheduled to vest as to 50% of the shares on each of November 20, 2015 and 2016 unless earlier accelerated or terminated pursuant to their terms.
- (2) The option vests as to 25% of the shares on November 20, 2015 and thereafter in 36 monthly installments.

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.

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