## Edgar Filing: Kraft Lawrence A - Form 4

Kraft Lawrence	A								
Form 4 November 25, 20	009								
								OMB A	PPROVAL
	FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						3235-0287		
Check this boy if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	STATEM Filed pur Section 17(	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							January 31, 2005 average Jrs per . 0.5
(Print or Type Respo	onses)								
1. Name and Address of Reporting Person <u>*</u> Kraft Lawrence A			2. Issuer Name <b>and</b> Ticker or Trading Symbol DIGI INTERNATIONAL INC [DGII]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
	(First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year) 11/24/2009			Director 10% Owner X Officer (give title Other (specify below) Senior VP Sales & Marketing		
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
MINNETONKA	A, MN 55343						Person	More than One R	eporting
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned
	ansaction Date nth/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securiti onAcquired Disposed (Instr. 3, 4 Amount	(A) or of (D)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Reminder: Report or	n a senarate line	for each cl	ass of sec	urities bene	ficially own	ed directly	or indirectly		
Kenninder, Kepolt of	a a separate fille	ior each ch			Perso inform requir	ns who res ation cont ed to resp ys a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)

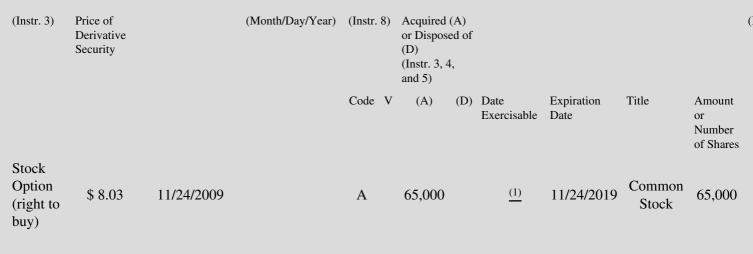
 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	]
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director 10% Owne		Officer	Other			
Kraft Lawrence A 11001 BREN ROAD EAST MINNETONKA, MN 55343			Senior VP Sales & Marketing				
Signatures							
/s/ Joel C. Johnson, Attorney-in-Fact for Lawrence A. 11/24/2009							

## **Explanation of Responses:**

\*\*Signature of Reporting Person

\* 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) The option vests as to 25% of the shares on November 24, 2010 and thereafter in 36 equal monthly increments.

(2) Not applicable.

Kraft

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.

Date