

Nyland Jon A.
Form 3
January 26, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Nyland Jon A. | | (Month/Day/Year) | DIGI INTERNATIONAL INC [DGII] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 11001 BREN ROAD EAST | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) VP, Manufacturing Operations | |
| MINNETONKA,Â MNÂ 55343 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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

| | | | | | |
|---|---|--|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable Expiration Date | Title Amount or Number of Shares | | | |

| | | | | | | | |
|--------------------------------------|-------|------------|--------------|--------|----------|---|---|
| Employee Stock Option (right to buy) | Â (1) | 11/05/2013 | Common Stock | 20,000 | \$ 9.65 | D | Â |
| Employee Stock Option (right to buy) | Â (1) | 11/22/2014 | Common Stock | 20,000 | \$ 14.74 | D | Â |
| Employee Stock Option (right to buy) | Â (1) | 11/28/2015 | Common Stock | 15,000 | \$ 12.73 | D | Â |
| Employee Stock Option (right to buy) | Â (1) | 11/27/2016 | Common Stock | 17,500 | \$ 13.41 | D | Â |
| Employee Stock Option (right to buy) | Â (1) | 11/27/2017 | Common Stock | 12,500 | \$ 15.23 | D | Â |
| Employee Stock Option (right to buy) | Â (2) | 11/25/2018 | Common Stock | 10,000 | \$ 8.49 | D | Â |
| Employee Stock Option (right to buy) | Â (3) | 11/24/2019 | Common Stock | 35,000 | \$ 8.03 | D | Â |
| Employee Stock Option (right to buy) | Â (4) | 11/23/2020 | Common Stock | 20,000 | \$ 9.68 | D | Â |
| Employee Stock Option (right to buy) | Â (5) | 11/22/2021 | Common Stock | 30,000 | \$ 10.63 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Nyland Jon A. 11001 BREN ROAD EAST MINNETONKA, MN 55343 | Â | Â | Â VP, Manufacturing Operations | Â |

Signatures

/s/ Jon A. Nyland 01/26/2012

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Fully vested.
- (2) 25% of the option vested on November 25, 2009. The remaining shares of the option vest ratably each month over the next 3 years.
- (3) 25% of the option vested on November 24, 2010. The remaining shares of the option vest ratably each month over the next 3 years.
- (4) 25% of the option vested on November 23, 2011. The remaining shares of the option vest ratably each month over the next 3 years.
- (5) 25% of the option will vest on November 22, 2012. The remaining shares of the option vest ratably each month over the next 3 years.

Â
Remarks:

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No securities are beneficially owned.

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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