

Roberts Tracy L.  
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 <b>and</b> Ticker or Trading Symbol	
Â Roberts Tracy L.		(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, HR & Information Tech	
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)
Common Stock	2,936.831	D	Â

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	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable    Expiration Date	Title    Amount or Number of			

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				Shares		(I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (1)	11/05/2013	Common Stock	8,000	\$ 9.65	D	Â
Employee Stock Option (right to buy)	Â (1)	11/22/2014	Common Stock	7,500	\$ 14.74	D	Â
Employee Stock Option (right to buy)	Â (1)	02/28/2015	Common Stock	25,000	\$ 15.1	D	Â
Employee Stock Option (right to buy)	Â (1)	11/28/2015	Common Stock	10,000	\$ 12.73	D	Â
Employee Stock Option (right to buy)	Â (1)	11/27/2016	Common Stock	20,000	\$ 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	12,500	\$ 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	40,000	\$ 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
Roberts Tracy L. 11001 BREN ROAD EAST MINNETONKA, MN 55343	Â	Â	Â VP, HR & Information Tech	Â

## Signatures

/s/ Tracy L. Roberts  
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.

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- (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.

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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