

Nyland Jon A.
 Form 4
 February 15, 2019

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 *
 Nyland Jon A.

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)
 9350 EXCELSIOR BLVD, SUITE 700
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/13/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, Manufacturing Operations

HOPKINS, MN 55343

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

(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)			
Common Stock	02/13/2019		M		12,500	A	\$ 7.4	55,865.592	D
Common Stock	02/13/2019		M		21,929	A	\$ 9.35	77,794.592	D
Common Stock	02/13/2019		S		34,429	D	\$ 13.2992 <u>(1)</u>	43,365.592	D
Common Stock	02/14/2019		M		5,469	A	\$ 10.32	48,834.592	D
	02/14/2019		S		5,469	D		43,365.592	D

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Common Stock						\$		
						13.3262		
						<u>(2)</u>		
Common Stock	02/15/2019		M	12,500	A	\$ 10.81	55,865.592	D
Common Stock	02/15/2019		S	12,500	D	\$		
						13.4398	43,365.592	D
						<u>(3)</u>		

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

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(9-02)

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

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 Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 7.4	02/13/2019		M	12,500	<u>(4)</u> 11/20/2024	Common Stock	12,500	
Employee Stock Option (right to buy)	\$ 9.35	02/13/2019		M	21,929	<u>(4)</u> 11/20/2022	Common Stock	21,929	
Employee Stock Option (right to buy)	\$ 10.32	02/14/2019		M	5,469	<u>(5)</u> 11/28/2014	Common Stock	5,469	
Employee Stock Option (right to buy)	\$ 10.81	02/15/2019		M	12,500	<u>(4)</u> 11/20/2023	Common Stock	12,500	

buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nyland Jon A. 9350 EXCELSIOR BLVD SUITE 700 HOPKINS, MN 55343			VP, Manufacturing Operations	

Signatures

/s/ Joshua L. Colburn,
attorney-in-fact

02/15/2019

__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) Reflects the weighted average price of 34,429 shares of common stock of Digi International Inc. sold by the reporting person in multiple transactions on February 13, 2019 with sale prices ranging from \$13.20 to \$13.36 per share. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
 - (2) Reflects the weighted average price of 5,469 shares of common stock of Digi International Inc. sold by the reporting person in multiple transactions on February 14, 2019 with sale prices ranging from \$13.30 to \$13.39 per share. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
 - (3) Reflects the weighted average price of 12,500 shares of common stock of Digi International Inc. sold by the reporting person in multiple transactions on February 15, 2019 with sale prices ranging from \$13.40 to \$13.48 per share. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
 - (4) Fully vested.
 - (5) The option vests as to 25% of the shares on November 28, 2018 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.