Edgar Filing: KRISHNAN SUBRAMANIAN - Form 4

KRISHNAN SUBRAMANIAN Form 4 November 26, 2008 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **KRISHNAN SUBRAMANIAN** Issuer Symbol DIGI INTERNATIONAL INC (Check all applicable) [DGII] 3. Date of Earliest Transaction (Last) (First) (Middle) Director 10% Owner _X__ Officer (give title Other (specify (Month/Day/Year) below) below) 11001 BREN ROAD EAST 11/25/2008 Senior V.P., CFO and Treasurer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting MINNETONKA, MN 55343 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial anv (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned (I) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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	Γ
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S

8 E

Edgar Filing: KRISHNAN SUBRAMANIAN - Form 4

(Instr. 3)	Price of Derivative Security	(Mo	onth/Day/Year)	(Instr. 8)	or Di (D) (Inst	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(
				Code V	7 (A	A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 8.49	11/15/2008		A	45,0	000		<u>(1)</u>	11/25/2018	Common Stock	45,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
KRISHNAN SUBRAMANIAN 11001 BREN ROAD EAST MINNETONKA, MN 55343			Senior V.P., CFO and Treasurer				
Signatures							
/s/ Joel C. Johnson, Attorney-in-J Krishnan	Fact for S	ubramanian	11/26/2008				

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

**Signature of Reporting Person

** 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 25, 2009 and thereafter in 36 equal monthly installments.

(2) Not applicable.

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

(