

AVOCENT CORP  
Form 4/A  
February 15, 2006

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
**DRIVER R BYRON**

(Last) (First) (Middle)  
4991 CORPORATE DRIVE  
(Street)

HUNTSVILLE, AL 35805

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**AVOCENT CORP [AVCT]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/03/2006

4. If Amendment, Date Original Filed(Month/Day/Year)  
02/07/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Senior VP, Operations

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Stock                    | 02/03/2006                           |  | M                              |   | 10,000 A \$ 9.48  | 17,299   | D   |
| Common Stock                    | 02/03/2006                           |  | S                              |   | 17,299 D \$ 33.90   | 0  | D   |
| Common Stock                    | 02/06/2006                           |  | M                              |   | 23,750 A \$ 9.48  | 23,750   | D   |
| Common Stock                    | 02/06/2006                           |  | M                              |   | 3,000 A \$ 21.77  | 26,750   | D   |
| Common Stock                    | 02/06/2006                           |  | M                              |   | 1,168 A \$ 12   | 27,918   | D   |

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|              |            |   |        |   |          |     |   |        |
|--------------|------------|---|--------|---|----------|-----|---|--------|
| Common Stock | 02/06/2006 | S | 27,918 | D | \$ 33.88 | 0   | D |        |
| Common Stock |            |   |        |   |          | 168 | I | spouse |

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.** 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 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount Number Shares                                    |
| Options (rights to buy)                    | \$ 9.48  | 02/03/2006                           |  | M                              | 10,000  | 04/27/1998 <sup>(1)</sup> 04/27/2008                     | Common Stock 10,000   |
| Options (rights to buy)                    | \$ 9.48  | 02/06/2006                           |  | M                              | 23,750  | 04/27/1998 <sup>(1)</sup> 04/27/2008                     | Common Stock 23,750   |
| Options (rights to buy)                    | \$ 12  | 02/06/2006                           |  | M                              | 1,168   | 04/23/1999 <sup>(2)</sup> 04/23/2009                     | Common stock 1,168  |
| Options (rights to buy)                    | \$ 26.94   |                                      |  |                                |   | 05/02/2000 <sup>(3)</sup> 05/02/2010                     | Common stock 15,000   |
| Options (rights to buy)                    | \$ 52.4375   |                                      |  |                                |   | 09/18/2000 <sup>(4)</sup> 09/18/2010                     | Common Stock 175,000  |
| Options (rights to buy)                    | \$ 21.77   | 02/06/2006                           |  | M                              | 3,000   | 04/15/2002 <sup>(5)</sup> 04/15/2012                     | Common Stock 3,000  |
| Options (rights to buy)                    | \$ 27.25   |                                      |  |                                |   | 03/07/2003 <sup>(5)</sup> 03/07/2013                     | Common Stock 25,000   |
|  | \$ 40.98   |                                      |  |                                |   | 02/05/2004 <sup>(5)</sup> 02/05/2014                     | 15,000  |

|                         |          |                           |            |              |        |
|-------------------------|----------|---------------------------|------------|--------------|--------|
| Common Stock            |          |                           |            | Common Stock |        |
| Options (rights to buy) | \$ 28.96 | 08/19/2004 <sup>(5)</sup> | 08/19/2014 | Common Stock | 10,000 |
| Options (rights to buy) | \$ 26.14 | 06/30/2005 <sup>(6)</sup> | 06/30/2015 | Common Stock | 3,700  |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| DRIVER R BYRON<br>4991 CORPORATE DRIVE<br>HUNTSVILLE, AL 35805 |               |           | Senior VP, Operations |       |

## Signatures

R Byron Driver                      02/15/2006  
 \*\*Signature of                      Date  
 Reporting Person

## 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) Grant date, options exercisable 20% annually each year on the grant date anniversary.
- (2) Grant date, 25% vests immediately and then 3 equal annual installments.
- (3) Grant date, 50% vest and become exercisable on the first anniversary of the grant date and 25% on each grant date anniversary thereafter.
- (4) Grant date, 15% vests every six months for the first 12 months, 6.25% vests quarterly for the following 24 months and 5% vests quarterly for the remaining 12 months.
- (5) Grant date, 25% vests after 6 months and in 10 equal quarterly installments thereafter.
- (6) Grant date, 100% vests on December 31, 2005.

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.