

AVOCENT CORP
Form 4
January 04, 2008

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 *
PERRY CHARLES D

(Last) (First) (Middle)

1512 PALISADES POINTE LANE

(Street)

AUSTIN, TX 78738

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/15/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & MSD GM

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 01/02/2008 | | F | (A) or (D) D | 4,337 (5) \$ 22.3 | 51,973 (4) | D |

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

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

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| 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options (rights to buy) | \$ 20.8125 | | | | | 03/12/2001 ⁽¹⁾ 03/12/2011 | Common Stock | 10,000 |
| Options (rights to buy) | \$ 21.77 | | | | | 04/15/2002 ⁽²⁾ 04/15/2012 | Common Stock | 40,000 |
| Options (rights to buy) | \$ 27.25 | | | | | 03/07/2003 ⁽²⁾ 03/07/2013 | Common Stock | 55,000 |
| Options (rights to buy) | \$ 40.98 | | | | | 02/05/2004 ⁽²⁾ 02/05/2014 | Common Stock | 30,000 |
| Options (rights to buy) | \$ 28.96 | | | | | 08/19/2004 ⁽³⁾ 08/19/2014 | Common Stock | 10,000 |
| Options (rights to buy) | \$ 26.14 | | | | | 06/30/2005 ⁽³⁾ 06/30/2015 | Common Stock | 11,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------|-------|
| | Director | 10% Owner | Officer | Other |
| PERRY CHARLES D 1512 PALISADES POINTE LANE AUSTIN, TX 78738 | | | EVP & MSD GM | |

Signatures

Richard K. Hempstead Attorney-in-Fact for Charles D Perry 01/04/2008

 **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) Grant date, 25% exercisable on March 12, 2002 and in 12 equal quarterly installments thereafter.
- (2) Grant date, 25% vests after 6 months and in 10 equal quarterly installments thereafter. Vesting of unvested options (priced greater than \$25.00) accelerated and became 100% vested on December 25, 2005.
- (3) Grant date, 100% vests on December 31, 2005.

Includes time-based and performance-based (now deemed earned) restricted shares awarded on April 25, 2006: 3,709 shares vest on January 1, 2008; 8,602 shares vest equally over two years, one-half on January 1, 2008 and one-half on January 1, 2009. Includes 12,903 time-based restricted shares granted on April 27, 2007. The shares vest equally over three years, one-third on January 1, 2008, one-third on January 1, 2009 and one-third January 1, 2010.

- (5) 4,337 Shares were withheld as payment for taxes at the release of restricted shares on January 2, 2008.

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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