

AVOCENT CORP  
Form 4  
February 21, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
PRITCHETT DOUGLAS E

(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)  
02/19/2008

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)  
Exec VP Marketing

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Common Stock                    | 02/19/2008                           |  | A                              |   | 9,875<br>(4)  | A  | \$ 0                              |
| Common Stock                    |                                      |  |                                |   | 39,624 (3)  | D  |                                   |
|                                 |                                      |  |                                |   | 650   | I  | Minor Child                       |

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)

Edgar Filing: AVOCENT CORP - Form 4

**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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Options (rights to buy)                        | \$ 52.4375   |                                      |  |                                |   | 09/18/2000 <sup>(1)</sup> 09/18/2010                     | Common Stock                                      |
| Options (rights to buy)                        | \$ 40.98   |                                      |  |                                |   | 02/05/2004 <sup>(2)</sup> 02/05/2014                     | Common Stock                                      |
| Options (rights to buy)                        | \$ 28.96   |                                      |  |                                |   | 08/19/2004 <sup>(2)</sup> 08/19/2014                     | Common Stock                                      |
| Performance-share Award with Market Conditions | \$ 0 <sup>(5)</sup>                                    | 02/19/2008                           |  | A                              | 16,046  | 02/19/2008 <sup>(5)</sup> 02/19/2018                     | Common Stock                                      |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                      |       |
|---|---------------|-----------|----------------------|-------|
|   | Director      | 10% Owner | Officer              | Other |
| PRITCHETT DOUGLAS E<br>4991 CORPORATE DRIVE<br>HUNTSVILLE, AL 35805 |               |           | Exec VP<br>Marketing |       |

## Signatures

Richard K. Hempstead Attorney-in-Fact for Douglas E Pritchett 02/21/2008

\_\_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, 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.

(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) Includes time-based and performance-based (now deemed earned) restricted shares awarded on April 25, 2006: 6,236 shares vest on January 1, 2009. This also includes time-based restricted shares granted on April 27, 2007: 3,584 shares vest on January 1, 2009 and 3,584 shares vest on January 1, 2010.

(4)

## Edgar Filing: AVOCENT CORP - Form 4

These are time-based restricted shares granted on February 19, 2008. These shares vest equally over three years, one-third on January 1, 2009, one-third on January 1, 2010, and one-third on January 1, 2011.

- (5) Grant date; These are performance-shares awards with market conditions tied to company stock price to be earned over a two year period. If earned, the shares will vest over a three year period beginning Janaury 1, 2008.

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.