

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 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.

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**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 Number of 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 4991 CORPORATE DRIVE 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.