

AVOCENT CORP
Form 4
September 11, 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 *
HARPER EDWIN L

(Last) (First) (Middle)
9911 WILLOWS ROAD N.E.
(Street)

REDMOND, WA 98052

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/08/2008

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 09/08/2008 | | D | V Amount (D) \$ 2,000 21.9245 | 41,255 ⁽³⁾ | D | |
| Common Stock | | | | | 5,000 | I | Family L.P. |

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)

Edgar Filing: AVOCENT CORP - Form 4

| 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) | \$ 52.4375 | | | | | 09/18/2000 ⁽¹⁾ 09/18/2010 | Common Stock | 20,000 |
| Options (rights to buy) | \$ 21.77 | | | | | 04/15/2002 ⁽¹⁾ 04/15/2012 | Common Stock | 20,000 |
| Options (rights to buy) | \$ 27.25 | | | | | 03/07/2003 ⁽¹⁾ 03/07/2013 | Common Stock | 15,000 |
| Options (rights to buy) | \$ 40.98 | | | | | 02/05/2004 ⁽¹⁾ 02/05/2014 | Common Stock | 10,000 |
| Options (rights to buy) | \$ 26.14 | | | | | 06/30/2005 ⁽²⁾ 06/30/2015 | Common Stock | 4,200 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HARPER EDWIN L 9911 WILLOWS ROAD N.E. REDMOND, WA 98052 | | X | | |

Signatures

Richard K. Hempstead as attorney-in-fact for Edwin L Harper
 09/11/2008
 **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, exercisable in 24 equal monthly installments beginning one month from date of grant.

Edgar Filing: AVOCENT CORP - Form 4

- (2) Grant date, 100% vests on December 31, 2005.

These include time-based restricted shares granted on April 27, 2007 and February 19, 2008. 5,016 shares vest on January 1, 2009 and

- (3) 3,000 shares vest on January 1, 2010. These also include performance-based restricted shares granted on February 8, 2008. The shares vested on 07/15/2008 when a CEO elected by the Avocent Corporation Board of Directors took office and commenced employment.

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.