

AVOCENT CORP
Form 4
August 05, 2008

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 *
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)
08/01/2008

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 Ownership (Instr. 4)
Common Stock	08/01/2008 ⁽⁴⁾		A	1,500 A	\$ 0 31,255 ⁽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.

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SEC 1474 (9-02)

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)	\$ 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
 08/05/2008
 **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.

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- (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.
- (4) Grant Date. These are time-based restricted shares that vest on August 5, 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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