

MACSWEENEY KIERAN
Form 4
February 24, 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 *
MACSWEENEY KIERAN

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
4991 CORPORATE DRIVE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior VP, Managing Dir. Inter

HUNTSVILLE, AL 35805

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 (A) or (D) Price			
Common Stock	02/22/2006		M	10,000 A \$ 21.77	10,112	D	
Common Stock	02/22/2006		S	10,000 D \$ 34.15	112	D	

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

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SEC 1474 (9-02)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Options (rights to buy)	\$ 12					04/23/1999 ⁽¹⁾	04/23/2009	Common Stock	7,500
Options (rights to buy)	\$ 26.94					05/02/2000 ⁽²⁾	05/02/2010	Common Stock	15,000
Options (rights to buy)	\$ 52.44					09/18/2000 ⁽³⁾	09/18/2010	Common Stock	175,000
Options (rights to buy)	\$ 22.36					05/25/2001 ⁽⁴⁾	05/25/2011	Common Stock	40,000
Options (rights to buy)	\$ 21.77	02/22/2006		M	10,000	04/15/2002 ⁽⁴⁾	04/15/2012	Common Stock	10,000
Options (rights to buy)	\$ 27.25					03/07/2003 ⁽⁴⁾	03/07/2013	Common Stock	30,000
Options (rights to buy)	\$ 40.98					02/05/2004 ⁽⁴⁾	02/05/2014	Common Stock	15,000
Option (rights to buy)	\$ 28.96					08/19/2004 ⁽⁴⁾	08/19/2014	Common Stock	10,000
Options (rights to buy)	\$ 26.14					06/30/2005 ⁽⁵⁾	06/30/2015	Common Stock	3,700

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MACSWEENEY KIERAN
4991 CORPORATE DRIVE
HUNTSVILLE, AL 35805

Senior VP, Managing Dir. Inter

Signatures

Doyle C. Weeks as attorney-in-fact- for Kieran
MacSweeney

02/24/2006

__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% vests immediately and then vest in three equal annual installments.
- (2) Grant date, 50% vest and become exercisable on the first anniversary of the grant date and 25% on each grant date anniversary for the following two years.
- (3) Grant date, 15% vests every 6 months for the first 12 months, 6.25% vests every three months for the following 24 months and 5% vests every three months over the remaining 12 months.
- (4) Grant date, 25% vests after 6 months and 7.5% vests every three months over the remaining 10 quarters. The vesting of all unvested options will accelerate and become 100% vested on December 25, 2005 if the reporting person is an employee on that date.
- (5) Grant date, 100% vested 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.