

AVOCENT CORP
Form 4
April 27, 2006

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 *
THOMAS CHRISTOPHER L

(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)
04/25/2006

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)
Senior VP, Engineering

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 (D) Price | | |
| Common Stock | 04/25/2006 | | A | | 15,398 (4) | A | \$ 0 16,398 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)

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) | \$ 52.44 | | | | | 09/18/2000 ⁽¹⁾ 09/18/2010 | Common Stock | 175,000 |
| Options (rights to buy) | \$ 27.25 | | | | | 03/07/2003 ⁽²⁾ 03/07/2013 | Common Stock | 40,000 |
| Option (rights to buy) | \$ 40.98 | | | | | 02/05/2004 ⁽²⁾ 02/05/2014 | Common Stock | 30,000 |
| Options (rights to buy) | \$ 28.96 | | | | | 08/19/2004 ⁽²⁾ 08/19/2014 | Common Stock | 10,000 |
| Options (rights to buy) | \$ 26.14 | | | | | 06/30/2005 ⁽³⁾ 06/30/2015 | Common Stock | 7,200 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| THOMAS CHRISTOPHER L 4991 CORPORATE DRIVE HUNTSVILLE, AL 35805 | | | Senior VP, Engineering | |

Signatures

Doyle C. Weeks as attorney-in-fact for Christopher L Thomas
 Signature: _____ Date: 04/27/2006

**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, 15% vests every 6 months for the first 12 months, 6.25% vests every three months for the following twelve months and 5% vests every three months for the final 12 months.

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- (2) Grant date, 25% vests after 6 months, 7.5% vests every three months for final 10 quarters.
- (3) Grant date, 100% vests on December 31, 2005.
- (4) These are time-based restricted shares: 4645 shares vest equally over two years, 50% on January 1, 2007 and 50% on January 1, 2008; 10753 shares vest equally over three years, 1/3 on January 1, 2007, 1/3 on January 1, 2008 and 1/3 on January 1, 2009.

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.