

AVOCENT CORP  
Form 4  
February 21, 2008

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
THORNTON STEPHEN F

(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)  
02/19/2008

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| Common<br>Stock                       | 02/19/2008                              |   | A                                    | 6,000<br>(7)   | A \$ 0 133,839 (6)   | D  |   |
| Common<br>Stock                       |   |   |                                      |  | 49,248   | I  | Spouse  |
| Common<br>Stock                       |   |   |                                      |  | 70,422   | I  | GP of LP  |

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

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information contained in this form are not  
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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8.<br>D<br>S<br>( |                                  |
|---|---|---|---|---|---|--|-----|---|--------------------|-------------------|----------------------------------|
|   |   |   |   | Code                                    | V   | (A)  | (D) | Date Exercisable  | Expiration<br>Date | Title             | Amount or<br>Number of<br>Shares |
| Options<br>(rights to<br>buy)                       | \$ 26.94  |   |   |   |   |  |     | 05/02/2000 <sup>(1)</sup>   | 05/02/2010         | Common<br>Stock   | 30,000                           |
| Options<br>(rights to<br>buy)                       | \$ 52.44  |   |   |   |   |  |     | 09/18/2000 <sup>(2)</sup>   | 09/18/2010         | Common<br>Stock   | 225,000                          |
| Options<br>(rights to<br>buy)                       | \$ 22.36  |   |   |   |   |  |     | 05/25/2001 <sup>(3)</sup>   | 05/25/2011         | Common<br>Stock   | 60,000                           |
| Options<br>(rights to<br>buy)                       | \$ 21.77  |   |   |   |   |  |     | 04/15/2002 <sup>(4)</sup>   | 04/15/2012         | Common<br>Stock   | 30,000                           |
| Options<br>(rights to<br>buy)                       | \$ 27.25  |   |   |   |   |  |     | 03/07/2003 <sup>(4)</sup>   | 03/07/2013         | Common<br>Stock   | 30,000                           |
| Options<br>(rights to<br>buy)                       | \$ 40.98  |   |   |   |   |  |     | 02/05/2004 <sup>(4)</sup>   | 02/05/2014         | Common<br>Stock   | 10,000                           |
| Options<br>(rights to<br>buy)                       | \$ 26.14  |   |   |   |   |  |     | 06/30/2005 <sup>(5)</sup>   | 06/30/2015         | Common<br>Stock   | 4,200                            |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| THORNTON STEPHEN F<br>4991 CORPORATE DRIVE<br>HUNTSVILLE, AL 35805 | X             |           |         |       |

## Signatures

Richard K Hempstead as attorney-in-fact for Stephen F Thornton

02/21/2008

\_\_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, 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.
- (2) 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 for the final 12 months.
- (3) Grant date, 25% vests after 6 months, 7.5% vests every three months for final 10 quarters. The vesting of unvested options priced greater than \$25.00 accelerated and became exercisable on December 25, 2005.
- (4) Grant date, option vest and become exercisable in 24 monthly installments beginning one month from date of grant. The vesting of unvested options priced greater than \$25.00 accelerated and became exercisable on December 25, 2005.
- (5) Grant date, 100% vests on December 31, 2005.
- (6) These include time-based restricted shares granted on April 27, 2007. 2,016 shares vest on January 1, 2009.
- (7) These are time-based restricted shares granted on February 19, 2008. The shares vest equally over two years, one-half on January 1, 2009 and one-half on January 1, 2010.

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.