

AVOCENT CORP  
Form 4  
July 16, 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 \*  
Mulligan Eugene 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)  
07/14/2008

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)  
Senior VP, Operations

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |                                   |
| Common Stock                    | 07/14/2008 <sup>(6)</sup>            |  | A                              | 4,000 A \$ 0  | 33,297 <sup>(5)</sup>   | 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 Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
| Options (rights to buy)                        | \$ 52.44   |                                      |  |                                |   | 09/18/2000 <sup>(1)</sup> 09/18/2010                     | Common stock                             |
| Options (rights to buy)                        | \$ 14.55   |                                      |  |                                |   | 09/25/2001 <sup>(2)</sup> 09/25/2011                     | Common stock                             |
| Options (rights to buy)                        | \$ 27.25   |                                      |  |                                |   | 03/07/2003 <sup>(3)</sup> 03/07/2013                     | Common stock                             |
| Options (rights to buy)                        | \$ 40.98   |                                      |  |                                |   | 02/05/2004 <sup>(3)</sup> 02/05/2014                     | Common stock                             |
| Options (rights to buy)                        | \$ 28.96   |                                      |  |                                |   | 08/19/2004 <sup>(3)</sup> 08/19/2014                     | Common stock                             |
| Options (rights to buy)                        | \$ 26.14   |                                      |  |                                |   | 06/30/2005 <sup>(4)</sup> 06/30/2015                     | Common stock                             |
| Performance-share Award with Market Conditions | \$ 0 <sup>(7)</sup>                                    | 02/19/2008                           |  | A                              | 12,187  | 02/19/2008 <sup>(7)</sup> 02/19/2018                     | Common Stock                             |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| Mulligan Eugene F<br>4991 CORPORATE DRIVE<br>HUNTSVILLE, AL 35805 |               |           | Senior VP, Operations |       |

## Signatures

Richard K. Hempstead Attorney-in-Fact for Eugene Mulligan  
 Date: 07/16/2008

\_\_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, 2 year vesting, 50% on vests annually on grant date anniversary.

(2) Grant date, 4 year vesting, 25% on first anniversary of grant date, then 6.25% vests quarterly over the remaining 12 quarters.

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- (3) Grant date, 3 year vesting, 25% vests 6 months from grant date, then 7.5% vests quarterly over the remaining 10 quarters. Vesting of unvested options accelerated and became 100% vested on December 25, 2005.
- (4) Grant date, 100% vests on December 31, 2005.  
Includes time-based and performance-based (now deemed earned) restricted shares awarded on April 25, 2006, April 27, 2007, and February 19, 2008. 10, 355 shares vest on January 1, 2009, 5,167 shares vest on January 1, 2010, and 2,500 shares vest on January 1, 2011.
- (6) Grant date. These shares vest on the earlier of the first anniversary of the grant date or the closing price of Avocent's common stock being at or above a specified level for each trading day during any consecutive 30 calendar day period.
- (7) Grant date; These are performance-shares awards with market conditions tied to company stock price to be earned over a two year period. If earned, the shares will vest over a three year period beginning January 1, 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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