

Daly Stephen M  
Form 4  
July 16, 2009

**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  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Daly Stephen M

(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)  
07/14/2009

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Senior VP & LANDesk GM

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 Acquired<br>(A) or 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                       | 07/14/2009                              |                                                             | F                                    | (A)<br>or<br>(D)<br>D                                                   | Amount<br>3,460<br>(6)<br>\$<br>13.67                                                                              | 74,436 (3)                                                           | D                                                                 |

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

**Persons who respond to the collection of  
information contained in this form are not  
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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 Security (Instr. 3 and 4) | 8. Additional Information |
|------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------|---------------------------------------------------|---------------------------|
|                                                |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date | Title                                             | Additional Information    |
| Options (rights to buy)                        | \$ 37.28                                               |                                      |                                                    |                                |                                                                                         | 11/18/2003 <sup>(1)</sup>                                | 11/18/2013      | Common stock                                      | 3                         |
| Options (rights to buy)                        | \$ 26.68                                               |                                      |                                                    |                                |                                                                                         | 08/13/2004 <sup>(1)</sup>                                | 08/13/2014      | Common stock                                      | 3                         |
| Options (rights to buy)                        | \$ 26.14                                               |                                      |                                                    |                                |                                                                                         | 06/30/2005 <sup>(2)</sup>                                | 06/30/2015      | Common Stock                                      | 3                         |
| Performance-share Award with Market Conditions | \$ 0                                                   |                                      |                                                    |                                |                                                                                         | 02/19/2008 <sup>(4)</sup>                                | 02/19/2018      | Common Stock                                      | 3                         |
| Performance-share award with Market Conditions | \$ 0                                                   |                                      |                                                    |                                |                                                                                         | 06/26/2009 <sup>(5)</sup>                                | 06/26/2019      | Common Stock                                      | 3                         |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                        |       |
|----------------------------------------------------------------|---------------|-----------|------------------------|-------|
|                                                                | Director      | 10% Owner | Officer                | Other |
| Daly Stephen M<br>4991 CORPORATE DRIVE<br>HUNTSVILLE, AL 35805 |               |           | Senior VP & LANDesk GM |       |

## Signatures

Richard K. Hempstead Attorney-in-Fact for Stephen M  
Daly 07/16/2009

\_\_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, 4 year vesting, 25% on first anniversary of grant date, then 6.25% vests quarterly over the remaining 12 quarters. The vesting accelerated and became 100% vested on December 25, 2005.

(2) Grant date, 100% vests on December 31, 2005.

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- (3) Includes 42,777 time-based and performance-based (now deemed earned). 31,320 shares vest in Quarter 1 of 2010, 24,868 shares vest in Quarter 1 of 2011, and 10,833 shares vest in Quarter 1 of 2012.
- (4) 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, 2009
- (5) 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 February 8, 2010.
- (6) 3,460 shares were withheld as payment for taxes at the release of restricted shares on July 14, 2009.

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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