AVOCENT CORP Form 4 February 21, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction

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

1(b).

(Last)

(City)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * PERRY CHARLES D

(First)

(Street)

(State)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

AVOCENT CORP [AVCT]

3. Date of Earliest Transaction

(Month/Day/Year) 02/19/2008

1512 PALISADES POINTE LANE

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Director 10% Owner X_ Officer (give title Other (specify

below)

EVP & MSD 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

AUSTIN, TX 78738

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

(Zip)

Execution Date, if any (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8)

(Instr. 3, 4 and 5)

(A)

Securities Beneficially Owned Following Reported

5. Amount of

(D) or Indirect (I) (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership (Instr. 4)

Transaction(s) (Instr. 3 and 4)

(D) Price

Common 02/19/2008 Stock

Code V Amount 13,750 A (5)

A \$0 $65,723 \frac{(4)}{}$ D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Options (rights to buy)	\$ 20.8125					03/12/2001(1)	03/12/2011	Commo
Options (rights to buy)	\$ 21.77					04/15/2002(2)	04/15/2012	Commo
Options (rights to buy)	\$ 27.25					03/07/2003(2)	03/07/2013	Commo
Options (rights to buy)	\$ 40.98					02/05/2004(2)	02/05/2014	Commo
Options (rights to buy)	\$ 28.96					08/19/2004(3)	08/19/2014	Commo
Options (rights to buy)	\$ 26.14					06/30/2005(3)	06/30/2015	Commo
Performance-share award with Market Conditions	\$ 0 (6)	02/19/2008		A	22,343	02/19/2008(6)	02/19/2018	Commo

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
PERRY CHARLES D							
1512 PALISADES POINTE LANE			EVP & MSD GM				

AUSTIN, TX 78738

Signatures

Rickard K. Hempstead Attorney-in-Fact for Charles
Perry

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, 25% exercisable on March 12, 2002 and in 12 equal quarterly installments thereafter.

(2)

Reporting Owners 2

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Grant date, 25% vests after 6 months and in 10 equal quarterly installments thereafter. Vesting of unvested options (priced greater than \$25.00) accelerated and became 100% vested on December 25, 2005.

- (3) Grant date, 100% vests on December 31, 2005.
- Includes time-based and performance-based (now deemed earned) restricted shares awarded on April 25, 2006: 7,483 shares vest on
- (4) January 1, 2009. This also includes time-based restricted shares granted on April 27, 2007. 4,301 shares vest on January 1, 2009 and 4,301 vest on January 1, 2010.
- (5) These are time-based restricted shares granted on February 19, 2008. These shares vest equally over three years, one-third on January 1, 2009, one-third on January 1, 2011.
- (6) 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. 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.