

PERRY CHARLES D  
 Form 4  
 February 03, 2005

**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 \*  
**PERRY CHARLES D**

(Last) (First) (Middle)  
 9911 WILLOWS ROAD NE  
 (Street)

REDMOND, WA 98052

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**AVOCENT CORP [AVCT]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/01/2005

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 OEM Sales

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (D) Price  |   |  |   |
| Common Stock                    | 02/01/2005                           |  | P <sup>(4)</sup>               | 696 A \$ 25.3555  | 10,696  | D  |   |

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

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**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.           |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Options (rights to buy)                    | \$ 15.3599   |                                      |  |                                |   | 03/09/1998 <sup>(1)</sup>                                | 03/09/2008  | Common stock | 38,100                     |
| Options (rights to buy)                    | \$ 20.8125   |                                      |  |                                |   | 03/12/2001 <sup>(2)</sup>                                | 03/12/2011  | Common Stock | 20,000                     |
| Options (rights to buy)                    | \$ 21.77   |                                      |  |                                |   | 04/15/2002 <sup>(3)</sup>                                | 04/15/2012  | Common Stock | 40,000                     |
| Options (rights to buy)                    | \$ 27.25   |                                      |  |                                |   | 03/07/2003 <sup>(3)</sup>                                | 03/07/2013  | Common Stock | 55,000                     |
| Common Stock                               | \$ 40.98   |                                      |  |                                |   | 02/05/2004 <sup>(3)</sup>                                | 02/05/2014  | Common Stock | 30,000                     |
| Options (rights to buy)                    | \$ 28.96   |                                      |  |                                |   | 08/19/2004 <sup>(3)</sup>                                | 08/19/2014  | Common Stock | 10,000                     |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PERRY CHARLES D  
9911 WILLOWS ROAD NE  
REDMOND, WA 98052

Senior VP OEM Sales

## Signatures

Samuel F Saracino attorney-in-fact for Charles D Perry

02/01/2005

\*\*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) 25% vest and become exercisable on the December 1, 1999 and in 36 monthly installments thereafter.

(2) Grant date, 25% exercisable on March 12, 2002 and in 12 equal quarterly installments thereafter.

(3) Grant date, 25% vests after 6 months and in 10 equal quarterly installments thereafter.

(4) Shares purchased under the Avocent Corporation employee stock purchase plan.

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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