

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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SARACINO SAMUEL F

(Last) (First) (Middle)

9911 WILLOWS ROAD N.E.

(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)  
02/19/2008

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Exec VP of Legal and Corp

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<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                                    | (A)<br>or<br>(D)<br>9,875<br>(5)   | \$ 0   | 46,158 (4)   | D   |

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)

**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 of Underlying Security (Instr. 3 & 4) |                 |              |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|--------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D) | Date Exercisable                               | Expiration Date | Title        |
| Options (rights to buy)                        | \$ 52.4375   |                                      |  |                                |   |  |     | 09/18/2000 <sup>(1)</sup>                      | 09/18/2010      | Common Stock |
| Options (rights to buy)                        | \$ 21.77   |                                      |  |                                |   |  |     | 04/15/2002 <sup>(2)</sup>                      | 04/15/2012      | Common Stock |
| Options (rights to buy)                        | \$ 27.25   |                                      |  |                                |   |  |     | 03/07/2003 <sup>(2)</sup>                      | 03/07/2013      | Common Stock |
| Options (rights to buy)                        | \$ 40.98   |                                      |  |                                |   |  |     | 02/05/2004 <sup>(2)</sup>                      | 02/05/2014      | Common Stock |
| Option (rights to buy)                         | \$ 28.96   |                                      |  |                                |   |  |     | 08/19/2004 <sup>(2)</sup>                      | 08/19/2014      | Common Stock |
| Options (rights to buy)                        | \$ 26.14   |                                      |  |                                |   |  |     | 06/30/2005 <sup>(3)</sup>                      | 06/30/2015      | Common Stock |
| Performance-Share Award with Market Conditions | \$ 0 <sup>(6)</sup>                                    | 02/19/2008                           |  | A                              |   | 16,046   |     | 02/19/2008 <sup>(6)</sup>                      | 02/19/2018      | Common Stock |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships                    |
|--|----------------------------------|
|  | Director 10% Owner Officer Other |
| SARACINO SAMUEL F<br>9911 WILLOWS ROAD N.E.<br>REDMOND, WA 98052 | Exec VP of Legal and Corp        |

## Signatures

Richard K. Hempstead Attorney-in-Fact for Samuel F. Saracino 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, 15% vests every six months for the first 12 months, 6.25% vests quarterly for the following 24 months and 5% vests quarterly for the remaining 12 months.

(2)

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Grant date, 25% vests after 6 months and in 10 equal quarterly installments thereafter. The vesting of the unvested options priced at higher than \$25.00 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: 6,236 shares vest on

- (4) January 1, 2009. This also includes time-based restricted shares granted on April 27, 2007: 3,584 shares vest on January 1, 2009 and 3,584 shares 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, 2010, and 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.

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