

AVOCENT CORP
Form 4
February 21, 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 *
MACSWEENEY KIERAN

(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)
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
 Officer (give title below) _____ Other (specify below)
Senior VP, Managing Dir. Inter

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/19/2008		A		5,100 (7)	A	\$ 0 26,352 (6) 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 (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)	\$ 12					04/23/1999 ⁽¹⁾ 04/23/2009	Common Stock
Options (rights to buy)	\$ 26.94					05/02/2000 ⁽²⁾ 05/02/2010	Common Stock
Options (rights to buy)	\$ 52.44					09/18/2000 ⁽³⁾ 09/18/2010	Common Stock
Options (rights to buy)	\$ 22.36					05/25/2001 ⁽⁴⁾ 05/25/2011	Common Stock
Options (rights to buy)	\$ 27.25					03/07/2003 ⁽⁴⁾ 03/07/2013	Common Stock
Options (rights to buy)	\$ 40.98					02/05/2004 ⁽⁴⁾ 02/05/2014	Common Stock
Option (rights to buy)	\$ 28.96					08/19/2004 ⁽⁴⁾ 08/19/2014	Common Stock
Options (rights to buy)	\$ 26.14					06/30/2005 ⁽⁵⁾ 06/30/2015	Common Stock
Performance-share Award with Market Conditions	\$ 0 ⁽⁸⁾	02/19/2008		A	8,287	02/19/2008 ⁽⁸⁾ 02/19/2018	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MACSWEENEY KIERAN 4991 CORPORATE DRIVE HUNTSVILLE, AL 35805			Senior VP, Managing Dir. Inter	

Signatures

Richard K. Hempstead as Attorney-in-Fact- for Kieran MacSweeney 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% vests immediately and then vest in three equal annual installments.
- (2) Grant date, 50% vest and become exercisable on the first anniversary of the grant date and 25% on each grant date anniversary for the following two years.
- (3) Grant date, 15% vests every 6 months for the first 12 months, 6.25% vests every three months for the following 24 months and 5% vests every three months over the remaining 12 months.
- (4) Grant date, 25% vests after 6 months and 7.5% vests every three months over the remaining 10 quarters. The vesting of all unvested options will accelerate and become 100% vested on December 25, 2005 if the reporting person is an employee on that date.
- (5) Grant date, 100% vested on December 31, 2005.

- Includes time-based and performance-based (now deemed earned) restricted shares awarded on April 25, 2006: 3,741 shares vest on
- (6) January 1, 2009. This also includes time-based restricted shares granted on April 27, 2007: 2,509 shares vest on January 1, 2009 and 2,509 shares vest on January 1, 2010.
 - (7) 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.
 - (8) 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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