

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 \*  
WEEKS DOYLE C

(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)  
President, COO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    | 02/19/2008                           |  | A                              | (A) or (D)<br>A   | 25,519<br>(5)<br>\$ 0   | 76,848 (4)   | D                                 |

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

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(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 (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
| Options (right to buy)                         | \$ 26.94   |                                      |  |                                |   | 05/02/2000 <sup>(1)</sup> 05/02/2010                     | Common Stock                             |
| Options (rights to buy)                        | \$ 52.4375   |                                      |  |                                |   | 09/18/2000 <sup>(2)</sup> 09/18/2010                     | Common Stock                             |
| Options (rights to buy)                        | \$ 27.25   |                                      |  |                                |   | 03/07/2003 <sup>(3)</sup> 03/07/2013                     | Common Stock                             |
| Options (rights to buy)                        | \$ 40.98   |                                      |  |                                |   | 02/05/2004 <sup>(3)</sup> 02/05/2014                     | Common Stock                             |
| Performance-share Award with Market Conditions | \$ 0 <sup>(6)</sup>                                    | 02/19/2008                           |  | A                              | 41,467  | 02/19/2008 <sup>(6)</sup> 02/19/2018                     | Common Stock                             |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                |       |
|---|---------------|-----------|----------------|-------|
|   | Director      | 10% Owner | Officer        | Other |
| WEEKS DOYLE C<br>4991 CORPORATE DRIVE<br>HUNTSVILLE, AL 35805 | X             |           | President, COO |       |

## Signatures

Richard K Hempstead Attorney-in-Fact for Doyle C. Weeks  
 \*\*Signature of Reporting Person  
 Date 02/21/2008

## 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, 50% vest and become exercisable on the first anniversary of the grant date and 25% on each grant date anniversary thereafter.
- (2) 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.
- (3) Grant date, 25% vests after 6 months and in 10 equal quarterly installments thereafter. Vesting of unvested options accelerated and became 100% vested on December 25, 2005.
- (4) Includes time-based and performance-based (now deemed earned) restricted shares awarded on April 25, 2006: 11,225 shares vest on January 1, 2009. This also includes time-based restricted shares granted on April 27, 2007: 6,451 shares vest on January 1, 2009 and 6,451 shares vest on January 1, 2010.

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- (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 Janaury 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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