AVOCENT CORP Form 4 August 03, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

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if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Miller Thomas Joseph

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Senior VP of OEM Sales

AVOCENT CORP [AVCT] (First) (Middle) (Last)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 08/01/2005

Director 10% Owner X_ Officer (give title

below)

Other (specify

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

HUNTSVILLE, AL 35805

(State)

(City)

4991 CORPORATE DRIVE

(City)	(State)	(Zip) Table	e I - Non-D	Derivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D Code (Instr. 3, 4 and 5) (Instr. 8)		d of (D)	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	08/01/2005		P	284 <u>(3)</u>	A	\$ 25.36	284	D	
Common Stock	08/01/2005		P	40 (3)				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)	SA. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. DrNumber 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)		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Options (rights to buy)	\$ 16.21					08/30/2002(1)	08/30/2012	Common stock	7,657	
Options (rights to buy)	\$ 25.58					07/30/2003(1)	07/30/2013	Common stock	6,875	
Options (rights to buy)	\$ 26.68					08/13/2004(1)	08/13/2014	Common stock	7,500	
Options (rights to buy)	\$ 26.14					06/30/2005(2)	06/30/2015	Common Stock	3,300	

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
Miller Thomas Joseph				
4991 CORPORATE DRIVE			Senior VP of OEM Sales	

HUNTSVILLE, AL 35805

Signatures

Doyle C Weeks as attorney-in-fact for Thomas Joseph 08/03/2005 Miller

> **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, 4 year vesting, 25% on first anniversary of grant date, then 6.25% vests quarterly over the remaining 12 quarters.

Reporting Owners 2

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- (2) Grant date, 100% vests on December 31, 2005.
- (3) Shares purchased under the Avocent Employee Stock Purchase Plan.

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