

AVOCENT CORP  
Form 4  
August 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 \*  
PRITCHETT DOUGLAS E

(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)  
08/01/2005

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)  
Exec VP Marketing

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                    | 08/01/2005                           |  | P                              | 112 (7) A \$ 25.36  | 9,264   | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 6,975   | I  | IRA                               |
| Common Stock                    |                                      |  |                                |   | 800   | I  | Minor Child                       |

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

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SEC 1474 (9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 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. L S (     |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Options (rights to buy)                    | \$ 9   |                                      |  |                                |   | 09/10/1998 <sup>(1)</sup>                                | 09/10/2008  | Common Stock | 56,250                     |
| Options (rights to buy)                    | \$ 12  |                                      |  |                                |   | 04/27/1999 <sup>(2)</sup>                                | 04/27/2009  | Common stock | 22,500                     |
| Options (rights to buy)                    | \$ 26.94   |                                      |  |                                |   | 05/02/2000 <sup>(3)</sup>                                | 05/02/2010  | Common stock | 20,000                     |
| Options (rights to buy)                    | \$ 52.4375   |                                      |  |                                |   | 09/18/2000 <sup>(4)</sup>                                | 09/18/2010  | Common Stock | 200,000                    |
| Options (rights to buy)                    | \$ 22.36   |                                      |  |                                |   | 05/25/2001 <sup>(5)</sup>                                | 05/25/2011  | Common stock | 40,000                     |
| Options (rights to buy)                    | \$ 21.77   |                                      |  |                                |   | 04/15/2002 <sup>(5)</sup>                                | 04/15/2012  | Common Stock | 40,000                     |
| Options (rights to buy)                    | \$ 27.25   |                                      |  |                                |   | 03/07/2003 <sup>(5)</sup>                                | 03/07/2013  | Common Stock | 40,000                     |
| Options (rights to buy)                    | \$ 40.98   |                                      |  |                                |   | 02/05/2004 <sup>(5)</sup>                                | 02/05/2014  | Common Stock | 30,000                     |
| Options (rights to buy)                    | \$ 28.96   |                                      |  |                                |   | 08/19/2004 <sup>(5)</sup>                                | 08/19/2014  | Common Stock | 10,000                     |
| Options (rights to buy)                    | \$ 26.14   |                                      |  |                                |   | 06/30/2005 <sup>(6)</sup>                                | 06/30/2015  | Common Stock | 8,500                      |

buy)

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                      |       |
|---|---------------|-----------|----------------------|-------|
|   | Director      | 10% Owner | Officer              | Other |
| PRITCHETT DOUGLAS E<br>4991 CORPORATE DRIVE<br>HUNTSVILLE, AL 35805 |               |           | Exec VP<br>Marketing |       |

## Signatures

Doyle C Weeks as attorney-in-fact for Douglas E Pritchett 08/03/2005

\_\_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) Grant date, options exercisable 20% annually each year on the grant date anniversary.
- (2) Grant date, 25% vests immediately and then 3 equal annual installments.
- (3) Grant date, 50% vest and become exercisable on the first anniversary of the grant date and 25% on each grant date anniversary thereafter.
- (4) 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.
- (5) Grant date, 25% vests after 6 months and in 10 equal quarterly installments thereafter.
- (6) Grant date, 100% vests on December 31, 2005.
- (7) Shares purchased under the Avocent 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.