

PERRY CHARLES D

Form 4

February 08, 2006

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PERRY CHARLES D

(Last) (First) (Middle)

9911 WILLOWS ROAD NE

(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)
02/06/2006

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 ____ Other (specify
below) below)
Exec VP Sales

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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/06/2006		M		38,100	A	\$ 15.3599
Common Stock	02/06/2006		S		43,100	D	\$ 33.83

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

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SEC 1474
(9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Options (rights to buy)	\$ 15.3599	02/06/2006		M	38,100	03/09/1998 ⁽¹⁾ 03/09/2008	Common stock 38,100
Options (rights to buy)	\$ 20.8125					03/12/2001 ⁽²⁾ 03/12/2011	Common Stock 20,000
Options (rights to buy)	\$ 21.77					04/15/2002 ⁽³⁾ 04/15/2012	Common Stock 40,000
Options (rights to buy)	\$ 27.25					03/07/2003 ⁽³⁾ 03/07/2013	Common Stock 55,000
Common Stock	\$ 40.98					02/05/2004 ⁽³⁾ 02/05/2014	Common Stock 30,000
Options (rights to buy)	\$ 28.96					08/19/2004 ⁽⁴⁾ 08/19/2014	Common Stock 10,000
Options (rights to buy)	\$ 26.14					06/30/2005 ⁽⁴⁾ 06/30/2015	Common Stock 11,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PERRY CHARLES D 9911 WILLOWS ROAD NE REDMOND, WA 98052			Exec VP Sales	

Signatures

Samuel F. Saracino as attorney-in-fact for Charles D
Perry

02/08/2006

__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) 25% vest and become exercisable on the December 1, 1999 and in 36 monthly installments thereafter.
- (2) Grant date, 25% exercisable on March 12, 2002 and in 12 equal quarterly installments thereafter.
- (3) Grant date, 25% vests after 6 months and in 10 equal quarterly installments thereafter.
- (4) Grant date, 100% vests on December 31, 2005.

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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