

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 \*  
HARPER EDWIN L

(Last) (First) (Middle)  
9911 WILLOWS ROAD N.E.  
(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)  
02/19/2008

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)

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| Common Stock                    | 02/19/2008                           |                                                    | A                              | (A) or (D)<br>Amount<br>6,000<br>(4)                              | \$ 0 29,755 (3)                                                                               | D                                                        |                                            |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 5,000                                                                                         | I                                                        | Family L.P.                                |

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 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. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Options (rights to buy)                    | \$ 52.4375                                             |                                      |                                                    |                                |                                                                                         | 09/18/2000 <sup>(1)</sup> 09/18/2010                     | Common Stock                                                  | 20,000                        |
| Options (rights to buy)                    | \$ 21.77                                               |                                      |                                                    |                                |                                                                                         | 04/15/2002 <sup>(1)</sup> 04/15/2012                     | Common Stock                                                  | 20,000                        |
| Options (rights to buy)                    | \$ 27.25                                               |                                      |                                                    |                                |                                                                                         | 03/07/2003 <sup>(1)</sup> 03/07/2013                     | Common Stock                                                  | 15,000                        |
| Options (rights to buy)                    | \$ 40.98                                               |                                      |                                                    |                                |                                                                                         | 02/05/2004 <sup>(1)</sup> 02/05/2014                     | Common Stock                                                  | 10,000                        |
| Options (rights to buy)                    | \$ 26.14                                               |                                      |                                                    |                                |                                                                                         | 06/30/2005 <sup>(2)</sup> 06/30/2015                     | Common Stock                                                  | 4,200                         |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |         |       |
|---------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                               | Director      | 10% Owner | Officer | Other |
| HARPER EDWIN L<br>9911 WILLOWS ROAD N.E.<br>REDMOND, WA 98052 |               | X         |         |       |

## Signatures

Richard K. Hempstead as attorney-in-fact for Edwin L Harper  
 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, exercisable in 24 equal monthly installments beginning one month from date of grant.

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- (2) Grant date, 100% vests on December 31, 2005.

These include time-based restricted shares granted on April 27, 2007. 2,016 shares vest on January 1, 2009. These also include

- (3) performance-based restricted shares granted on February 8, 2008. The shares vest when a CEO elected by the Avocent Corporation Board of Directors takes office and commences employment.
- (4) These are time-based restricted shares granted on February 19, 2008. The shares vest equally over two years, one-half on January 1, 2009 and one-half on January 1, 2010.

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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