

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 \*  
BLANKENSHIP EDWARD H

(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)  
Senior VP Finance & CFO

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 (D) Price  |  |                                   |
| Common Stock                    | 02/19/2008                           |  | A                              |   | 11,250<br>(5)   | A  | \$ 0 37,304 (4) D                 |

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

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SEC 1474 (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 (rights to buy)                         | \$ 15.46   |                                      |  |                                |   | 07/25/2002 <sup>(1)</sup> 07/25/2012                     | Common Stock                             |
| Options (rights to buy)                         | \$ 27.25   |                                      |  |                                |   | 03/07/2003 <sup>(2)</sup> 03/07/2013                     | Common Stock                             |
| Options (rights to buy)                         | \$ 40.98   |                                      |  |                                |   | 02/05/2004 <sup>(2)</sup> 02/05/2014                     | Common Stock                             |
| Options (rights to buy)                         | \$ 28.96   |                                      |  |                                |   | 08/19/2004 <sup>(2)</sup> 08/19/2014                     | Common Stock                             |
| Options (rights to buy)                         | \$ 26.14   |                                      |  |                                |   | 06/30/2005 <sup>(3)</sup> 06/30/2015                     | Common Stock                             |
| Performance-share awards with Market Conditions | \$ 0 <sup>(6)</sup>                                    | 02/19/2008                           |  | A                              | 18,281  | 02/19/2008 <sup>(6)</sup> 02/19/2018                     | Common Stock                             |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| BLANKENSHIP EDWARD H<br>4991 CORPORATE DRIVE<br>HUNTSVILLE, AL 35805 |               |           | Senior VP Finance & CFO |       |

## Signatures

Richard K. Hempstead Attorney-in-Fact for Edward H. Blankenship  
 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, options vest over four years, 25% on the first anniversary of the grant date and 6.25% quarterly over the remaining 12 quarters.
- (2) Grant date, 25% vests after 6 months, 7.5% vests every three months for the final 10 quarters. Vesting of unvested options accelerated and became 100% vested on December 25, 2005.

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- (3) Grant date, 100% vested on December 31, 2005.

Includes time-based and performance-based (now deemed earned) restricted shares awarded on April 25, 2006: 4,988 shares vest on

- (4) January 1, 2009. This also includes time-based restricted shares granted on April 27, 2007: 3,225 shares vest on January 1, 2009 and 3,225 shares vest on January 1, 2010.

- (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 January 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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