

AVOCENT CORP  
Form 4  
February 08, 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 \*  
JOHNSON GARY RAY

(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)  
02/07/2005

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)  
Senior VP, Global Sales & Mark

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                    |                                      |  |                                | (A)   | 22,918  | D  |  |
| Common Stock                    | 02/07/2005                           |  | S                              | 1,000   | \$ 37.036   | I  | spouse                                     |

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options (rights to buy)                    | \$ 12  |                                      |  |                                |   | 04/27/1999 <sup>(1)</sup> 04/27/2009                     | Common stock  | 7,500                         |
| Options (rights to buy)                    | \$ 26.94   |                                      |  |                                |   | 05/02/2000 <sup>(2)</sup> 05/02/2010                     | Common stock  | 15,000                        |
| Options (rights to buy)                    | \$ 52.4375   |                                      |  |                                |   | 09/18/2000 <sup>(3)</sup> 09/18/2010                     | Common Stock  | 175,000                       |
| Options (rights to buy)                    | \$ 21.77   |                                      |  |                                |   | 04/15/2002 <sup>(4)</sup> 04/15/2012                     | Common Stock  | 40,000                        |
| Options (rights to buy)                    | \$ 27.25   |                                      |  |                                |   | 03/07/2003 <sup>(4)</sup> 03/07/2013                     | Common Stock  | 55,000                        |
| Options (rights to buy)                    | \$ 40.98   |                                      |  |                                |   | 02/05/2004 <sup>(4)</sup> 02/05/2014                     | Common Stock  | 30,000                        |
| Options (rights to buy)                    | \$ 28.96   |                                      |  |                                |   | 08/19/2004 <sup>(4)</sup> 08/19/2014                     | Common Stock  | 10,000                        |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| JOHNSON GARY RAY<br>4991 CORPORATE DRIVE<br>HUNTSVILLE, AL 35805 |               |           | Senior VP, Global Sales & Mark |       |

## Signatures

Samuel F. Saracino as attorney -in-fact Gary R  
Johnson

02/08/2005

\_\_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, 25% vests immediately and then 3 equal annual installments.
- (2) Grant date, 50% vest and become exercisable on the first anniversary of the grant date and 25% on each grant date anniversary thereafter.
- (3) 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.
- (4) Grant date, 25% vests after 6 months and in 10 equal quarterly installments thereafter.

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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