

AVOCENT CORP
Form 4
September 11, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Wang Zhuo

(Last) (First) (Middle)
698 WEST 10000 SOUTH, SUITE 500
(Street)

SOUTH JORDAN, UT 84095

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AVOCENT CORP [AVCT]

3. Date of Earliest Transaction (Month/Day/Year)
09/07/2006

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)
President, CEO LANDesk

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 Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	502,354	D	
Common Stock				(A) or (D)	215,292 ⁽¹⁾	I	Escrow
Common Stock				(A) or (D)	2,795	I	Spouse
Common Stock				(A) or (D)	1,197 ⁽¹⁾	I	Spouse Escrow

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)

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 Security (Instr. 3 and 4)
Options (Rights To Buy)	\$ 14.9					08/31/2006 ⁽²⁾ 10/01/2014	Common Stock
Put Option (Right to Sell shares to issuer)	\$ 28.211	09/07/2006		J	502,354	02/01/2007 ⁽³⁾ 02/10/2007 ⁽⁴⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wang Zhuo 698 WEST 10000 SOUTH SUITE 500 SOUTH JORDAN, UT 84095			President, CEO LANDesk	

Signatures

/s/Edward H. Blankenship Attorney-in-Fact for Zhou Wang 09/11/2006

**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) Shares held in Escrow under the terms of the LANDesk acquisition agreement.

(2) Assumption date, original grant date was October 1, 2004. 132 options vested on September 1, 2006 and 131 options vest on October 1, 2006.

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This date is approximate. The Put Option is exercisable by the reporting person commencing on the date on which Avocent pays the
(3) contingent cash consideration (the "earn out") in connection with its acquisition of LANDesk Group Limited to former LANDesk Shareholders or, if there is no earn out, on certain other dates.

(4) This date is approximate. The Put Option expires ten (10) days after it becomes exercisable. See Footnote 3.

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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