

AVOCENT CORP
Form 4
November 13, 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 *
MCALEER WILLIAM

(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)
11/09/2006

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)

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)
			Code	V Amount (A) or (D) Price			
Common Stock	11/09/2006		M	1,500 A \$ 22.36	8,742	D	
Common Stock	11/09/2006		S	1,500 D \$ 38.0043	7,242	D	
Common Stock	11/10/2006		M	1,500 A \$ 22.36	8,742	D	
Common Stock	11/10/2006		S	1,500 D \$ 37.36	7,242 ⁽⁴⁾	D	

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

Persons who respond to the collection of information contained in this form are not

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)	\$ 52.4375					09/18/2000 ⁽¹⁾	09/18/2010	Common Stock	20,000
Options (rights to buy)	\$ 22.36	11/09/2006		M	1,500	05/25/2001 ⁽¹⁾	05/25/2011	Common Stock	1,500
Options (rights to buy)	\$ 22.36	11/10/2006		M	1,500	05/25/2001 ⁽¹⁾	05/25/2011	Common Stock	1,500
Options (rights to buy)	\$ 27.25					03/07/2003 ⁽¹⁾	03/07/2013	Common Stock	15,000
Options (rights to buy)	\$ 40.98					02/05/2004 ⁽¹⁾⁽³⁾	02/05/2014	Common Stock	10,000
Options (rights to buy)	\$ 26.14					06/30/2005 ⁽²⁾	06/30/2015	Common Stock	4,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCALEER WILLIAM 9911 WILLOWS ROAD NE REDMOND, WA 98052	X			

Signatures

Edward H. Blankenship as attorney-in-fact for William H
McAleer

11/13/2006

__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) Grant date, exercisable in 24 monthly installments beginning one month from date of grant.
- (2) Grant date, 100% vests on December 31, 2005.
- (3) The vesting of unvested options will accelerate and become 100% vested on December 25, 2005, if the reporting person is an employee on that date.
- (4) 6,742 of these shares are time-based restricted shares; the 6,742 shares vest over two years, 50% on January 1, 2007 and 50% on 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.