

AVOCENT CORP
Form 4
November 13, 2006

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCALÉER 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)
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)

**required to respond unless the form
displays a currently valid OMB control
number.**

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 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
MCALDER 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.
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