

SARACINO SAMUEL F
 Form 4
 February 08, 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 *
 SARACINO SAMUEL F

(Last) (First) (Middle)

9911 WILLOWS ROAD N.E.

(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)
 02/06/2006

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)
 Exec VP of Legal and Corp

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 | 02/06/2006 | | M | | 76 | A | \$ 13.6979 |
| Common Stock | 02/06/2006 | | M | | 19,924 | A | \$ 21.77 |
| Common Stock | 02/06/2006 | | S | | 20,000 | D | \$ 33.89 |
| | | | | | 7,533 | D | |
| | | | | | 27,457 | D | |
| | | | | | 7,457 | 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 required to respond unless the form displays a currently valid OMB control

SEC 1474 (9-02)

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 of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Options (rights to buy) | \$ 13.6979 | 02/06/2006 | | M | 76 | 03/09/1998 ⁽¹⁾ | 03/09/2008 | Common stock | 76 |
| Options (rights to buy) | \$ 52.4375 | | | | | 09/18/2000 ⁽²⁾ | 09/18/2010 | Common Stock | 100,000 |
| Options (rights to buy) | \$ 22.36 | | | | | 05/25/2001 ⁽³⁾ | 05/25/2011 | Common stock | 40,000 |
| Options (rights to buy) | \$ 21.77 | 02/06/2006 | | M | 19,924 | 04/15/2002 ⁽³⁾ | 04/15/2012 | Common Stock | 19,924 |
| Options (rights to buy) | \$ 27.25 | | | | | 03/07/2003 ⁽³⁾ | 03/07/2013 | Common Stock | 40,000 |
| Options (rights to buy) | \$ 40.98 | | | | | 02/05/2004 ⁽³⁾ | 02/05/2014 | Common Stock | 30,000 |
| Option (rights to buy) | \$ 28.96 | | | | | 08/19/2004 ⁽³⁾ | 08/19/2014 | Common Stock | 10,000 |
| Options (rights to buy) | \$ 26.14 | | | | | 06/30/2005 ⁽⁴⁾ | 06/30/2015 | Common Stock | 8,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SARACINO SAMUEL F 9911 WILLOWS ROAD N.E. | | | Exec VP of Legal and Corp | |

REDMOND, WA 98052

Signatures

Samuel F.
Saracino

02/08/2006

__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) 25% vest and become exercisable on the April 1, 1999 and in 36 monthly installments beginning May 1, 2000.
- (2) 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.
- (3) Grant date, 25% vests after 6 months and in 10 equal quarterly installments thereafter.
- (4) Grant date, 100% vests on December 31, 2005.

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.