

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2009-01-26** | Period of Report: **2009-01-22**
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ISSUER

AVOCENT CORP

CIK: **1109808** | IRS No.: **912032368** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **3577** Computer peripheral equipment, nec

Mailing Address
4991 CORPORATE DRIVE
HMTSVILLE AL 35805

Business Address
4991 CORPORATE DRIVE
HUNTSVILLIE AL 35805
2564304000

REPORTING OWNER

MACSWEENEY KIERAN

CIK: **1194656**
Type: **4** | Act: **34** | File No.: **000-30575** | Film No.: **09546601**

Mailing Address
4991 CORPORATE DRIVE
HUNTVILLE AL 35805

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

| | | | | | | |
|---|---------|----------|---|--|--|--|
| 1. Name and Address of Reporting Person MACSWEENEY KIERAN | | | 2. Issuer Name and Ticker or Trading Symbol AVOCENT CORP [AVCT] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Senior VP, Managing Dir. Inter | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 01/22/2009 | | | |
| 4991 CORPORATE DRIVE | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | 6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person | |
| (Street) | | | | | | |
| HUNTSVILLE, AL 35805 | | | | | | |
| (City) | (State) | (Zip) | | | | |

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 | 01/22/2009 | | M | | 3,315 ⁽²⁾ | A | \$14.97 | 33,667 ⁽⁵⁾ | D | |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Options (rights to buy) | \$26.94 | | | | | | | 05/02/2000 ⁽¹⁾ | 05/02/2010 | Common Stock | 15,000 | | 15,000 | D | |
| Options (rights to buy) | \$52.44 | | | | | | | 09/18/2000 ⁽²⁾ | 09/18/2010 | Common Stock | 175,000 | | 175,000 | D | |
| Options (rights to buy) | \$22.36 | | | | | | | 05/25/2001 ⁽³⁾ | 05/25/2011 | Common Stock | 40,000 | | 40,000 | D | |
| Options (rights to buy) | \$27.25 | | | | | | | 03/07/2003 ⁽³⁾ | 03/07/2013 | Common Stock | 30,000 | | 30,000 | D | |

| | | | | | | | | | | | | | |
|--|---------|------------|--|----------|--|-------|---------------------------|------------|--------------|--------|------|--------|---|
| Options (rights to buy) | \$40.98 | | | | | | 02/05/2004 ⁽³⁾ | 02/05/2014 | Common Stock | 15,000 | | 15,000 | D |
| Option (rights to buy) | \$28.96 | | | | | | 08/19/2004 ⁽³⁾ | 08/19/2014 | Common Stock | 10,000 | | 10,000 | D |
| Options (rights to buy) | \$26.14 | | | | | | 06/30/2005 ⁽⁴⁾ | 06/30/2015 | Common Stock | 3,700 | | 3,700 | D |
| Performance-share Award with Market Conditions | \$14.97 | 01/22/2009 | | <u>M</u> | | 3,315 | 01/22/2009 ⁽⁶⁾ | 02/19/2018 | Common Stock | 3,315 | \$ 0 | 4,972 | D |

Explanation of Responses:

- Grant date, 50% vest and become exercisable on the first anniversary of the grant date and 25% on each grant date anniversary for the following two years.
- Grant date, 15% vests every 6 months for the first 12 months, 6.25% vests every three months for the following 24 months and 5% vests every three months over the remaining 12 months.
- Grant date, 25% vests after 6 months and 7.5% vests every three months over the remaining 10 quarters. The vesting of all unvested options will accelerate and become 100% vested on December 25, 2005 if the reporting person is an employee on that date.
- Grant date, 100% vested on December 31, 2005.
- Includes time-based and performance-based (now deemed earned) restricted shares awarded on April 27, 2007 and February 19, 2008. 5,314 shares vest on January 1, 2010, and 2,805 shares vest on January 1, 2011. This also includes 4,000 shares of restricted stock units granted on July 14, 2008. These shares vest on the earlier of the first anniversary of the grant date or the closing price of Avocent's common stock being at or above a specified level for each trading day during any consecutive 30 calendar day period.
- Earned Date; These are Performance Shares granted on February 19, 2008 now deemed earned at fifty percent. 1,105 shares will vest on January 22, 2009 with the remaining two-thirds vesting in equal amounts on January 1, 2010 and January 1, 2011.
- These are Market-Condition based Performance Shares granted on February 19, 2008 now deemed earned at fifty percent 1,105 shares will vest on January 22, 2009 with the remaining two-thirds vesting in equal amounts on January 1, 2010 and January 1, 2011.

Signatures

[Richard K. Hempstead as Attorney-in-Fact- for Kieran MacSweeney](#)

** Signature of Reporting Person

[01/26/2009](#)

Date

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

* 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).

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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