

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
HUNTSVILLE AL 35805

Business Address
4991 CORPORATE DRIVE
HUNTSVILLE AL 35805
2564304000

REPORTING OWNER

Grimes Benjamin R

CIK: **1436980**
Type: **4** | Act: **34** | File No.: **000-30575** | Film No.: **09546606**

Mailing Address
4991 CORPORATE DRIVE
HUNTSVILLE AL 35805

Business Address
256-430-4000

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 Grimes Benjamin R			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) Chief Technical Officer	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/22/2009		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	
4991 CORPORATE DRIVE			4. If Amendment, Date Original Filed(Month/Day/Year)			
(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		4,875 ⁽³⁾	D	\$14.97	23,455 ⁽¹⁾	D	
Common Stock	01/22/2009		D		624 ⁽⁴⁾	D	\$14.97	22,831 ⁽¹⁾	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
Performance-share Award with Market Conditions	\$14.97	01/22/2009		M		4,875		01/22/2009 ⁽²⁾	06/06/2018	Common Stock	4,875	\$ 0	7,313	D	

Explanation of Responses:

1. Includes time-based and performance-based (now deemed earned) restricted shares awarded on June 6, 2008. 2,542 shares vest on January 1, 2010, and 2,541 shares vest on January 1, 2011. This also includes 6,000 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.

2. Earned Date; These are Performance Shares granted on February 19, 2008 now deemed earned at fifty percent. 1,625 shares will vest on January 22, 2009 with the remaining two-thirds vesting in equal amounts on January 1, 2010 and January 1, 2011.
3. These are Market-Condition based Performance Shares granted on February 19, 2008 now deemed earned at fifty percent. 1,625 shares will vest on January 22, 2009 with the remaining two-thirds vesting in equal amounts on January 1, 2010 and January 1, 2011.
4. 624 shares were withheld as payment for taxes at the release of restricted shares on January 22, 2009.

Signatures

Richard K Hempstead Attorney-in-Fact for Benjamin R Grimes

** 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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