

PRITCHETT DOUGLAS E

Form 4

February 07, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PRITCHETT DOUGLAS E

(Last) (First) (Middle)

4991 CORPORATE DRIVE

(Street)

HUNTSVILLE, AL 35805

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
AVOCENT CORP [AVCT]

3. Date of Earliest Transaction
(Month/Day/Year)
02/03/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Exec VP Marketing

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 | 02/03/2006 | | M | | 56,250 | A | \$ 9 | 65,561 | D |
| Common Stock | 02/03/2006 | | M | | 22,500 | A | \$ 12 | 88,061 | D |
| Common Stock | 02/03/2006 | | M | | 20,000 | A | \$ 26.94 | 108,061 | D |
| Common Stock | 02/03/2006 | | M | | 40,000 | A | \$ 22.36 | 148,061 | D |
| Common Stock | 02/03/2006 | | M | | 40,000 | A | \$ 21.77 | 188,061 | D |

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| | | | | | | | | |
|--------------|------------|---|---------|---|----------|---------|---|-------------|
| Common Stock | 02/03/2006 | M | 40,000 | A | \$ 27.25 | 228,061 | D | |
| Common Stock | 02/03/2006 | M | 8,500 | A | \$ 26.14 | 236,561 | D | |
| Common Stock | 02/03/2006 | S | 227,250 | D | \$ 33.45 | 9,311 | D | |
| Common Stock | 02/06/2006 | S | 9,311 | D | \$ 33.88 | 0 | D | |
| Common Stock | 02/03/2006 | S | 6,375 | D | \$ 33.45 | 600 | I | IRA |
| Common Stock | 02/06/2006 | S | 150 | D | \$ 33.87 | 650 | I | Minor Child |

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

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(9-02)

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) | \$ 9 | 02/03/2006 | | M | 56,250 | 09/10/1998 ⁽¹⁾ 09/10/2008 | Common Stock 56,250 |
| Options (rights to buy) | \$ 12 | 02/03/2006 | | M | 22,500 | 04/27/1999 ⁽²⁾ 04/27/2009 | Common stock 22,500 |
| Options (rights to buy) | \$ 26.94 | 02/03/2006 | | M | 20,000 | 05/02/2000 ⁽³⁾ 05/02/2010 | Common stock 20,000 |
| Options (rights to buy) | \$ 52.4375 | | | | | 09/18/2000 ⁽⁴⁾ 09/18/2010 | Common Stock 200,000 |
| Options (rights to buy) | \$ 22.36 | 02/03/2006 | | M | 40,000 | 05/25/2001 ⁽⁵⁾ 05/25/2011 | Common stock 40,000 |

buy)

| | | | | | | | | |
|-------------------------------|----------|------------|---|--------|---------------------------|------------|-----------------|--------|
| Options (rights to buy) | \$ 21.77 | 02/03/2006 | M | 40,000 | 04/15/2002 ⁽⁵⁾ | 04/15/2012 | Common Stock | 40,000 |
| Options (rights to buy) | \$ 27.25 | 02/03/2006 | M | 40,000 | 03/07/2003 ⁽⁵⁾ | 03/07/2013 | Common Stock | 40,000 |
| Options (rights to buy) | \$ 40.98 | | | | 02/05/2004 ⁽⁵⁾ | 02/05/2014 | Common Stock | 30,000 |
| Options (rights to buy) | \$ 28.96 | | | | 08/19/2004 ⁽⁵⁾ | 08/19/2014 | Common Stock | 10,000 |
| Options (rights to buy) | \$ 26.14 | 02/03/2006 | M | 8,500 | 06/30/2005 ⁽⁶⁾ | 06/30/2015 | Common Stock | 8,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PRITCHETT DOUGLAS E 4991 CORPORATE DRIVE HUNTSVILLE, AL 35805 | | | Exec VP Marketing | |

Signatures

Doyle C. Weeks as attorney-in-fact for Douglas E
Pritchett

02/07/2006

__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, options exercisable 20% annually each year on the grant date anniversary.
- (2) Grant date, 25% vests immediately and then 3 equal annual installments.
- (3) Grant date, 50% vest and become exercisable on the first anniversary of the grant date and 25% on each grant date anniversary thereafter.
- (4) 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.
- (5) Grant date, 25% vests after 6 months and in 10 equal quarterly installments thereafter. Vesting of unvested options (priced greater than \$25.00) accelerated and became 100% vested on December 25, 2005.
- (6) 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.

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