

SARACINO SAMUEL F

Form 4

February 08, 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 *
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
X Officer (give title below) ____ Other (specify below)

Exec VP of Legal and Corp

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	02/06/2006		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

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

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SEC 1474
(9-02)

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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.
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