

PERRY CHARLES D
Form 4
June 05, 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 *
PERRY CHARLES D

(Last) (First) (Middle)
9911 WILLOWS ROAD NE
(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)
06/05/2006

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 Sales

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)
				(A) or (D)	Price		
Common Stock	06/05/2006		M	5,000 A	\$ 20.8125	31,998 ⁽⁴⁾	D

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	Amount or Number of Shares
Options (rights to buy)	\$ 20.8125	06/05/2006		M	5,000	03/12/2001 ⁽¹⁾ 03/12/2011	Common Stock	5,000
Options (rights to buy)	\$ 21.77					04/15/2002 ⁽²⁾ 04/15/2012	Common Stock	40,000
Options (rights to buy)	\$ 27.25					03/07/2003 ⁽²⁾ 03/07/2013	Common Stock	55,000
Options (rights to buy)	\$ 40.98					02/05/2004 ⁽²⁾ 02/05/2014	Common Stock	30,000
Options (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 ⁽³⁾ 06/30/2015	Common Stock	11,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PERRY CHARLES D 9911 WILLOWS ROAD NE REDMOND, WA 98052			Exec VP Sales	

Signatures

Doyle C. Weeks as attorney-in-fact for Charles D Perry
 06/05/2006
 **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, 25% exercisable on March 12, 2002 and in 12 equal quarterly installments thereafter.

(2) Grant date, 25% vests after 6 months and in 10 equal quarterly installments thereafter.

(3) Grant date, 100% vests on December 31, 2005.

(4) Includes 20,322 of time-based restricted shares: 7419 shares vest equally over two years, 50% on January 1, 2007 and 50% on January 1, 2008; 12903 shares vest equally over three years, 1/3 on January 1, 2007, 1/3 on January 1, 2008 and 1/3 on January 1, 2009.

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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