

Miller Thomas Joseph  
 Form 4  
 February 21, 2006

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
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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 \*  
 Miller Thomas Joseph

(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)  
 02/16/2006

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)

Senior VP of OEM 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/16/2006		M		4,375	A	\$ 16.21
Common Stock	02/16/2006		M		6,875	A	\$ 25.58
Common Stock	02/16/2006		M		7,500	A	\$ 26.68
Common Stock	02/16/2006		M		3,300	A	\$ 26.14
Common Stock	02/16/2006		S		22,050	D	\$ 34

## Edgar Filing: Miller Thomas Joseph - Form 4

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)*

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 or Number of Shares
Options (rights to buy)	\$ 16.21	02/16/2006		M		4,375		08/30/2002 <sup>(1)</sup>	08/30/2012	Common stock	4,375
Options (rights to buy)	\$ 25.58	02/16/2006		M		6,875		07/30/2003 <sup>(1)</sup>	07/30/2013	Common stock	6,875
Options (rights to buy)	\$ 26.68	02/16/2006		M		7,500		08/13/2004 <sup>(1)</sup>	08/13/2014	Common stock	7,500
Options (rights to buy)	\$ 26.14	02/16/2006		M		3,300		06/30/2005 <sup>(2)</sup>	06/30/2015	Common Stock	3,300

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director   10% Owner   Officer   Other

Miller Thomas Joseph  
4991 CORPORATE DRIVE  
HUNTSVILLE, AL 35805

Senior VP of OEM Sales

## Signatures

Edward H Blankenship as attorney-in-fact for Thomas Joseph  
Miller

02/21/2006

\*\*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, 4 year vesting, 25% on first anniversary of grant date, then 6.25% vests quarterly over the remaining 12 quarters. For options priced greater than \$25.00, vesting of unvested options accelerated and became 100% vested on December 25, 2005.
- (2) Grant date, 100% vested 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.