

HARPER EDWIN L

Form 4/A

February 17, 2009

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
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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 *
HARPER EDWIN L

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

9911 WILLOWS ROAD N.E.

3. Date of Earliest Transaction
(Month/Day/Year)
02/13/2009

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)
09/11/2008

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

REDMOND, WA 98052

(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)
Common Stock	02/13/2009		A	(A) or (D) Amount (3) 9,909 Price \$ 0	51,164 (4)	D	
Common Stock					5,000	I	Family L.P.

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

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information contained in this form are not
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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)		8. De Se (In
				Code	V	(A)	(D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Options (rights to buy)	\$ 52.4375							09/18/2000 ⁽¹⁾ 09/18/2010	Common Stock	20,000
Options (rights to buy)	\$ 21.77							04/15/2002 ⁽¹⁾ 04/15/2012	Common Stock	20,000
Options (rights to buy)	\$ 27.25							03/07/2003 ⁽¹⁾ 03/07/2013	Common Stock	15,000
Options (rights to buy)	\$ 40.98							02/05/2004 ⁽¹⁾ 02/05/2014	Common Stock	10,000
Options (rights to buy)	\$ 26.14							06/30/2005 ⁽²⁾ 06/30/2015	Common Stock	4,200

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HARPER EDWIN L 9911 WILLOWS ROAD N.E. REDMOND, WA 98052	X

Signatures

Richard K. Hempstead as attorney-in-fact for Edwin L
Harper

02/17/2009

**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, exercisable in 24 equal monthly installments beginning one month from date of grant.

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- (2) Grant date, 100% vests on December 31, 2005.
- (3) These are time-based restricted shares granted on February 13, 2009. 4,955 shares vest on February 8, 2010 and 4,954 shares vest on February 8, 2011.
- (4) These include time-based restricted shares granted on February 19, 2008 and February 13, 2009. 7,955 shares vest in 2010 and 4,954 shares will vest in 2011.

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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