

DRIVER R BYRON

Form 4

January 31, 2005

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 *
DRIVER R BYRON

(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)
01/27/2005

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)

Senior VP, Operations

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)
Common Stock	01/27/2005		M	37,000 A	\$ 21.77 44,299	D	
Common Stock	01/27/2005		M	21,332 A	\$ 12 65,631	D	
Common Stock	01/27/2005		S	58,332 D	\$ 36.051 7,299	D	
Common Stock					168	I	spouse

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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Options (rights to buy)	\$ 9.48					04/27/1998 ⁽¹⁾ 04/27/2008	Common Stock 33,7
Options (rights to buy)	\$ 12	01/27/2005		M	21,332	04/23/1999 ⁽²⁾ 04/23/2009	Common stock 21,3
Options (rights to buy)	\$ 26.94					05/02/2000 ⁽³⁾ 05/02/2010	Common stock 15,0
Options (rights to buy)	\$ 52.4375					09/18/2000 ⁽⁴⁾ 09/18/2010	Common Stock 175,0
Options (rights to buy)	\$ 21.77	01/27/2005		M	37,000	04/15/2002 ⁽⁵⁾ 04/15/2012	Common Stock 37,0
Options (rights to buy)	\$ 27.25					03/07/2003 ⁽⁵⁾ 03/07/2013	Common Stock 25,0
Common Stock	\$ 40.98					02/05/2004 ⁽⁵⁾ 02/05/2014	Common Stock 15,0
Options (rights to buy)	\$ 28.96					08/19/2004 ⁽⁵⁾ 08/19/2014	Common Stock 10,0

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

DRIVER R BYRON
4991 CORPORATE DRIVE
HUNTSVILLE, AL 35805

Senior VP, Operations

Signatures

R Byron Driver

01/31/2005

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.

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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