

LUCENT TECHNOLOGIES INC
Form 4
November 30, 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 *
RUSSO PATRICIA F

2. Issuer Name and Ticker or Trading Symbol
LUCENT TECHNOLOGIES INC
[LU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
600 MOUNTAIN AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/30/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

MURRAY HILL, NJ 07974

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

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

(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	11/30/2006		D	(A) 3,489,344 (1)	\$ 0 0 (1)	D	
Common Stock	11/30/2006		D	(A) 354,539 (1)	\$ 0 0 (1)	I	By 401K
Common Stock	11/30/2006		D	(A) 350,000 (1)	\$ 0 0 (1)	I	By Husband

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

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SEC 1474
(9-02)

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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Employee Stock Options (Right to buy)	\$ 1.42	11/30/2006		D	2,500,000	11/30/2006	12/15/2009	Common Stock	2,500,000
Employee Stock Options (Right to buy)	\$ 2.42	11/30/2006		D	2,000,000	<u>(3)</u>	10/31/2013	Common Stock	2,000,000
Employee Stock Options (Right to buy)	\$ 2.82	11/30/2006		D	2,250,000	<u>(4)</u>	11/30/2012	Common Stock	2,250,000
Employee Stock Options (Right to buy)	\$ 3.21	11/30/2006		D	2,500,000	<u>(5)</u>	11/30/2010	Common Stock	2,500,000
Employee Stock Options (Right to buy)	\$ 3.955	11/30/2006		D	2,250,000	<u>(6)</u>	11/30/2011	Common Stock	2,250,000
Employee Stock Options (Right to buy)	\$ 6.26	11/30/2006		H	3,101,763	11/30/2006	01/05/2012	Common Stock	3,101,763
Employee Stock Options (Right to buy)	\$ 6.26	11/30/2006		D	2,268,200	11/30/2006	01/05/2007	Common Stock	2,268,200

buy)

Employee
Stock

Options	\$ 11.503	11/30/2006	D	94,588	11/30/2006	01/20/2007	Common Stock	94
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(Right to
buy)

Employee
Stock

Options	\$ 18.964	11/30/2006	D	456,950	11/30/2006	10/06/2007	Common Stock	45
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(Right to
buy)

Employee
Stock

Options	\$ 25.7	11/30/2006	D	342,713	11/30/2006	10/04/2008	Common Stock	34
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(Right to
buy)

Employee
Stock

Options	\$ 46.148	11/30/2006	D	1,142,378	11/30/2006	02/15/2010	Common Stock	1,14
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(Right to
buy)

Employee
Stock

Options	\$ 51.236	11/30/2006	D	616,884	11/30/2006	10/24/2009	Common Stock	61
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(Right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RUSSO PATRICIA F 600 MOUNTAIN AVENUE MURRAY HILL, NJ 07974	X		Chairman and CEO	

Signatures

Patricia F. Russo, by William R. Carapezzi, Jr., as attorney-in-fact

11/30/2006

__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).
- (2) Pursuant to the terms of the merger agreement, each option to purchase Lucent stock was converted into the right to purchase 0.1952 of an American Depositary Share of Alcatel-Lucent (the combined company).

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- (6) As of 11/30/2006, there were 562,500 options that were fully vested and exercisable. The remaining unvested options, after conversion, will vest in 3 equal annual installments on each of 12/1/2006, 12/1/2007 and 12/1/2008.
- (3) These options, after conversion to Alcatel-Lucent options, will vest in four equal annual installments beginning on 11/1/2007.
- (4) These options, after conversion to Alcatel-Lucent options, will vest in four equal annual installments, beginning on 12/1/2006.
- (1) Pursuant to the terms of the merger agreement between Alcatel and Lucent Technologies Inc., each share of Lucent common stock, par value \$.01 per share, was converted into 0.1952 of an American Depositary Share of Alcatel-Lucent (the combined company).
- (5) On 11/30/2006, there were 1,250,000 options that were fully vested and exercisable. The remaining unvested options, after conversion, will vest in equal installments on 12/1/2006 and 12/1/2007.

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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