

AGERE SYSTEMS INC
Form 3
October 31, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Pennington Kevin P		(Month/Day/Year)	AGERE SYSTEMS INC [AGR]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
1110 AMERICAN PARKWAY				
NE			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
ALLENTOWN, Â PA Â 18109			(give title below)	(specify below)
(City)	(State)	(Zip)	EVP, HR&RE	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	2,466	D	Â
Common Stock	10,685	I	by 401(k) plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Options (Right to buy)	11/01/2003 ⁽¹⁾	10/31/2009	Common Stock	50,000	\$ 9.95	D	Â
Stock Options (Right to buy)	12/01/2005 ⁽²⁾	11/30/2011	Common Stock	60,000	\$ 13.8	D	Â
Stock Options (Right to buy)	12/01/2004 ⁽³⁾	11/30/2010	Common Stock	60,000	\$ 35.45	D	Â
Stock Options (Right to buy)	08/01/2002 ⁽⁴⁾	07/31/2008	Common Stock	14,000	\$ 55.95	D	Â
Stock Options (Right to buy)	08/01/2002 ⁽⁴⁾	07/31/2008	Common Stock	14,000	\$ 55.95	D	Â
Stock Options (Right to buy)	03/27/2002 ⁽⁵⁾	03/26/2008	Common Stock	40,000	\$ 60	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pennington Kevin P 1110 AMERICAN PARKWAY NE ALLENTOWN, PA 18109	Â	Â	Â EVP, HR&RE	Â

Signatures

Kevin P.
Pennington

10/31/2005

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) 1/4 of this option vests on November 1, 2003; 1/48th of this option vests monthly for the remaining three years of the vesting period.
- (2) 1/4 of this option vests on December 1, 2005; 1/48th of this option vests monthly for the remaining three years of the vesting period.
- (3) 1/4 of this option vests on December 1, 2004; 1/48th of this option vests monthly for the remaining three years of the vesting period.
- (4) 1/4 of this option vests on August 1, 2002; 1/48th of this option vests monthly for the remaining three years of the vesting period.
- (5) 1/4 of this option vests on March 27, 2002; 1/48th of this option vests monthly for the remaining three years of the vesting period.

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.