

LUCENT TECHNOLOGIES INC

Form 4

November 30, 2006

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DAMELIO FRANK A

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
____X____ Officer (give title ____ Other (specify
below) below)
Chief Operating Officer

MURRAY HILL, NJ 07974

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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) or (D) Price	868,109 (1) \$ 0 0 (1)	D	

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
required to respond unless the form
displays a currently valid OMB control
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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 Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Options (Right to buy)	\$ 1.42	11/30/2006		D	1,085,162	11/30/2006	12/15/2009	Common Stock	1,085,162
Employee Stock Options (Right to buy)	\$ 2.42	11/30/2006		D	1,152,778	(3)	10/31/2013	Common Stock	1,152,778
Employee Stock Options (Right to buy)	\$ 2.51	11/30/2006		D	250,000	(4)	01/17/2013	Common Stock	250,000
Employee Stock Options (Right to buy)	\$ 2.82	11/30/2006		D	1,125,000	(5)	11/30/2012	Common Stock	1,125,000
Employee Stock Options (Right to buy)	\$ 3.21	11/30/2006		D	1,000,000	(6)	11/30/2010	Common Stock	1,000,000
Employee Stock Options (Right to buy)	\$ 3.955	11/30/2006		D	1,125,000	(7)	11/30/2011	Common Stock	1,125,000
Employee Stock Options (Right to buy)	\$ 9.17	11/30/2006		D	113,410	11/30/2006	05/08/2011	Common Stock	113,410
Employee Stock Options (Right to	\$ 13.045	11/30/2006		D	34,248	11/30/2006	01/20/2007	Common Stock	34,248

buy)

Employee
StockOptions \$ 16.031 11/30/2006
(Right to
buy)

D

550,000 11/30/2006 12/25/2010

Common
Stock

550

Employee
StockOptions \$ 21.507 11/30/2006
(Right to
buy)

D

46,334 11/30/2006 10/06/2007

Common
Stock

46,334

Employee
StockOptions \$ 29.146 11/30/2006
(Right to
buy)

D

106,773 11/30/2006 10/04/2008

Common
Stock

106,773

Employee
StockOptions \$ 58.107 11/30/2006
(Right to
buy)

D

362,628 11/30/2006 10/24/2009

Common
Stock

362,628

Employee
StockOptions \$ 58.603 11/30/2006
(Right to
buy)

D

50,365 11/30/2006 05/31/2010

Common
Stock

50,365

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DAMELIO FRANK A 600 MOUNTAIN AVENUE MURRAY HILL, NJ 07974	Chief Operating Officer

Signatures

Frank A. D'Amelio, 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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- (3) These options, after conversion to Alcatel-Lucent options, will vest in four equal annual installments beginning on 11/1/2007.
- (4) On 11/30/2006, there were 250,000 options under this grant that were fully vested and exercisable. The remaining options, after conversion to Alcatel-Lucent options, will vest in four equal annual installments beginning on 1/18/2007.
- (5) These options, after conversion to Alcatel-Lucent options, will vest in four equal annual installments, beginning on 12/1/2006.
- (6) On 11/30/2006, there were 500,000 options under this grant that were fully vested and exercisable. The remaining options, after conversion to Alcatel-Lucent options, will vest in two 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).
- (7) On 11/30/2006, there were 281,250 options under this grant that were fully vested and exercisable. The remaining options, after conversion to Alcatel-Lucent options, will vest in three equal annual installments beginning on 12/1/2006.

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.