

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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**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

(City) (State) (Zip)

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

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Stock                    | 11/30/2006                           |  | D                              |   | 3,489,344 (1)<br>\$ 0 0 (1)   | D  |   |
| Common Stock                    | 11/30/2006                           |  | D                              |   | 354,539 (1)<br>\$ 0 0 (1)   | I  | By 401K   |
| Common Stock                    | 11/30/2006                           |  | D                              |   | 350,000 (1)<br>\$ 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<br>Stock | 94 |
|---------|-----------|------------|---|--------|------------|------------|-----------------|----|

(Right to  
buy)

Employee  
Stock

|         |           |            |   |         |            |            |                 |    |
|---------|-----------|------------|---|---------|------------|------------|-----------------|----|
| Options | \$ 18.964 | 11/30/2006 | D | 456,950 | 11/30/2006 | 10/06/2007 | Common<br>Stock | 45 |
|---------|-----------|------------|---|---------|------------|------------|-----------------|----|

(Right to  
buy)

Employee  
Stock

|         |         |            |   |         |            |            |                 |    |
|---------|---------|------------|---|---------|------------|------------|-----------------|----|
| Options | \$ 25.7 | 11/30/2006 | D | 342,713 | 11/30/2006 | 10/04/2008 | Common<br>Stock | 34 |
|---------|---------|------------|---|---------|------------|------------|-----------------|----|

(Right to  
buy)

Employee  
Stock

|         |           |            |   |           |            |            |                 |      |
|---------|-----------|------------|---|-----------|------------|------------|-----------------|------|
| Options | \$ 46.148 | 11/30/2006 | D | 1,142,378 | 11/30/2006 | 02/15/2010 | Common<br>Stock | 1,14 |
|---------|-----------|------------|---|-----------|------------|------------|-----------------|------|

(Right to  
buy)

Employee  
Stock

|         |           |            |   |         |            |            |                 |    |
|---------|-----------|------------|---|---------|------------|------------|-----------------|----|
| Options | \$ 51.236 | 11/30/2006 | D | 616,884 | 11/30/2006 | 10/24/2009 | Common<br>Stock | 61 |
|---------|-----------|------------|---|---------|------------|------------|-----------------|----|

(Right to  
buy)

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                  |       |
|--|---------------|-----------|------------------|-------|
|  | Director      | 10% Owner | Officer          | Other |
| RUSSO PATRICIA F<br>600 MOUNTAIN AVENUE<br>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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