

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

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KIM JEONG H**

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)

**MURRAY HILL, NJ 07974**

(City) (State) (Zip)

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

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

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify below)  
**President, Bell Labs**

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)
Common Stock	11/30/2006		D	214,674 (1)	\$ 0	0 (2)	D

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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number.**

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 of Underlying Securities (Instr. 3 and 4)	Amount Number Shares
Employee Stock Options (Right to buy)	\$ 2.42	11/30/2006		D	474,306	(4) 10/31/2013	Common Stock	474,30
Employee Stock Options (Right to buy)	\$ 2.82	11/30/2006		D	537,500	(5) 11/30/2012	Common Stock	537,50

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KIM JEONG H 600 MOUNTAIN AVENUE MURRAY HILL, NJ 07974	President, Bell Labs

## Signatures

Jeong H. Kim, 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).
- (3) 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).
- (4) These options, after conversion to Alcatel-Lucent options, will vest in four equal annual installments beginning on 11/1/2007.
- (5) These options, after conversion to Alcatel-Lucent options, will vest in four equal annual installments, beginning on 12/1/2006.
- (2) 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).
- (1) Pursuant to the terms of the merger agreement between Alcatel S.A., and Lucent Technologies Inc., each share of Lucent common stock, par value \$0.01 per share, was converted into .01952 of an American Depositary Share of Alcatel (as the combined company).

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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