

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  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MEYER JOHN 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)  
President, Global Sales & Svcs.

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) 338,326 (1)	\$ 0 0 (1)	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  
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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 of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Options (Right to buy)	\$ 1.475	11/30/2006		D		900,000		<u>(2)</u>	03/30/2010	Common Stock	900,000
Employee Stock Options (Right to buy)	\$ 2.42	11/30/2006		D		620,833		<u>(4)</u>	10/31/2013	Common Stock	620,833
Employee Stock Options (Right to buy)	\$ 2.82	11/30/2006		D		737,500		<u>(4)</u>	11/30/2012	Common Stock	737,500
Employee Stock Options (Right to buy)	\$ 3.21	11/30/2006		D		600,000		<u>(5)</u>	11/30/2010	Common Stock	600,000
Employee Stock Options (Right to buy)	\$ 3.955	11/30/2006		D		612,500		<u>(6)</u>	11/30/2011	Common Stock	612,500

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MEYER JOHN A 600 MOUNTAIN AVENUE MURRAY HILL, NJ 07974	President,Global Sales & Svcs.

## Signatures

John A. Meyer, 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).
- (6) On 11/30/2006, there were 153,125 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.
- (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 300,000 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.
- (2) On 11/30/2006, there were 675,000 options under this grant that were fully vested and exercisable. The remaining options, after conversion to Alcatel-Lucent options, will vest on March 31, 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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