

LUCENT TECHNOLOGIES INC
 Form 4
 November 30, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
BREWINGTON JAMES K

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)
67 WHIPPANY RD
 (Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Pres., Developing Mkts

WHIPPANY, NJ 07981
 (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock | 11/30/2006 | | D | | 386,234 <u>(1)</u> | D | |
| Common Stock | 11/30/2006 | | D | | 1,636.378 <u>(1)</u> | I | by 401K |

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

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SEC 1474
 (9-02)

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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 |
| Deferred Stock Units | (1) | 11/30/2006 | | D | 5,216,785 | (2) | (2) | Common Stock | 5,216,785 |
| Employee Stock Options (Right to buy) | \$ 1.42 | 11/30/2006 | | D | 650,000 | 11/30/2006 | 12/15/2009 | Common Stock | 650,000 |
| Employee Stock Options (Right to buy) | \$ 1.78 | 11/30/2006 | | D | 1,173,441 | 11/30/2006 | 11/24/2007 | Common Stock | 1,173,441 |
| Employee Stock Options (Right to buy) | \$ 2.42 | 11/30/2006 | | D | 607,500 | (4) | 10/31/2013 | Common Stock | 607,500 |
| Employee Stock Options (Right to buy) | \$ 2.82 | 11/30/2006 | | D | 647,500 | (5) | 11/30/2012 | Common Stock | 647,500 |
| Employee Stock Options (Right to buy) | \$ 3.21 | 11/30/2006 | | D | 650,000 | (6) | 11/30/2010 | Common Stock | 650,000 |
| Employee Stock Options (Right to buy) | \$ 3.955 | 11/30/2006 | | D | 762,500 | (7) | 11/30/2011 | Common Stock | 762,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BREWINGTON JAMES K 67 WHIPPANY RD WHIPPANY, NJ 07981 | | | Pres., Developing Mkts | |

Signatures

James K. Brewington, by William R. Carpezzi, 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).
- (5) These options, after conversion to Alcatel-Lucent options, will vest in four equal annual installments beginning on 12/1/2006.
- (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.
- (6) As of 11/30/2006, there were 325,000 options that were fully vested and exercisable. The remaining unvested options, after conversion to Alcatel-Lucent options, will vest in two equal annual installments beginning on 12/1/2006.
- (7) On 11/30/2006, there were 190,526 options that were fully vested and exercisable. The remaining unvested options, after conversion to Alcatel-Lucent options, will vest in three equal annual installments beginning on 12/1/2006.
- (2) Payable generally following termination of employment with the Company or upon attainment of a specified age.
- (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).

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.