

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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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
**CHRISTY LANGENFELD
 CYNTHIA 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 ROAD
 (Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President, Network Solutions

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	11/30/2006		D	V Amount 343,723 (1)	D \$ 0 0 (1)	D	

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

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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)	Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Securities (Instr. 3 and 4)
Employee Stock Options (Right to buy)	\$ 1.42	11/30/2006		D	200,000	11/30/2006 12/15/2009		Common Stock	200,000
Employee Stock Options (Right to buy)	\$ 1.78	11/30/2006		D	146,641	11/30/2006 11/24/2007		Common Stock	146,641
Employee Stock Options (Right to buy)	\$ 2.42	11/30/2006		D	891,667	<u>(3)</u> 10/31/2013		Common Stock	891,667
Employee Stock Options (Right to buy)	\$ 2.82	11/30/2006		D	925,000	<u>(4)</u> 11/30/2012		Common Stock	925,000
Employee Stock Options (Right to buy)	\$ 3.21	11/30/2006		D	500,000	<u>(5)</u> 11/30/2010		Common Stock	500,000
Employee Stock Options (Right to buy)	\$ 3.955	11/30/2006		D	675,000	<u>(6)</u> 11/30/2011		Common Stock	675,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHRISTY LANGENFELD CYNTHIA K 67 WHIPPANY ROAD			President, Network Solutions	

WHIPPANY, NJ 07981

Signatures

Cynthia K. Christy-Langefeld, 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).
- (4) 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 168,750 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 on 12/1/2006.
- (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).
- (5) 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 two equal annual installments beginning on 12/1/2006.
- (3) These options, after conversion to Alcatel-Lucent options, will vest in four equal annual installments beginning on 11/1/2007.
- (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.