

RANKIN JEAN F
Form 4
April 04, 2007

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 *
RANKIN JEAN F

(Last) (First) (Middle)

1110 AMERICAN PARKWAY NE

(Street)

ALLENTOWN, PA 18109

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AGERE SYSTEMS INC [AGR]

3. Date of Earliest Transaction (Month/Day/Year)
04/02/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP GC and Sec

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 | | |
| | | | Code | V | Amount | | |
| Common Stock | 04/02/2007 | | D | | 5,748 <u>(1)</u> | D | D |
| | | | | | \$ 0 | | |

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 displays a currently valid OMB control 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 Security (Instr. 3 and 4) | | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------|-------------------------------------------------------------|-----------------|--------------|-------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Restricted Stock Unit | \$ 1 ⁽²⁾ | 04/02/2007 | | D | | | 28,000 | 12/01/2010 ⁽⁴⁾ | 12/01/2010 | Common Stock | 28,000 |
| Restricted Stock Unit | \$ 1 ⁽²⁾ | 04/02/2007 | | D | | | 25,000 | 12/01/2009 ⁽⁵⁾ | 12/01/2009 | Common Stock | 25,000 |
| Restricted Stock Unit | \$ 1 ⁽²⁾ | 04/02/2007 | | D | | | 50,000 | 12/01/2007 | 12/01/2007 | Common Stock | 50,000 |
| Stock Options (Right to buy) | \$ 13.315 | 04/02/2007 | | D | | | 100,000 | 12/01/2006 ⁽⁷⁾ | 11/30/2012 | Common Stock | 100,000 |
| Stock Options (Right to buy) | \$ 13.8 | 04/02/2007 | | D | | | 60,000 | 12/01/2005 ⁽⁷⁾ | 11/30/2011 | Common Stock | 60,000 |
| Stock Options (Right to buy) | \$ 15.8 | 04/02/2007 | | D | | | 10,000 | 02/20/2004 ⁽⁷⁾ | 02/19/2010 | Common Stock | 10,000 |
| Stock Options (Right to buy) | \$ 19.64 | 04/02/2007 | | D | | | 56,000 | 12/01/2007 ⁽⁸⁾ | 11/30/2013 | Common Stock | 56,000 |
| Stock Options (Right to buy) | \$ 35.45 | 04/02/2007 | | D | | | 60,000 | 12/01/2004 ⁽⁷⁾ | 11/30/2010 | Common Stock | 60,000 |
| Stock Options (Right to buy) | \$ 55.95 | 04/02/2007 | | D | | | 8,547 | 08/01/2002 ⁽⁹⁾ | 07/31/2008 | Common Stock | 8,547 |
| Stock Options (Right to buy) | \$ 55.95 | 04/02/2007 | | D | | | 14,000 | 08/01/2002 ⁽⁹⁾ | 07/31/2008 | Common Stock | 14,000 |
| Stock Options | \$ 55.95 | 04/02/2007 | | D | | | 14,000 | 08/01/2002 ⁽⁹⁾ | 07/31/2008 | Common Stock | 14,000 |

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(Right to buy)

Stock Options (Right to buy)

\$ 60

04/02/2007

D

40,000

03/27/2002⁽⁹⁾

03/26/2008

Common Stock

40

Stock Options (Right to buy)

\$ 107.218

04/02/2007

D

11,214

06/01/2002⁽⁹⁾

12/25/2010

Common Stock

11

Stock Options (Right to buy)

\$ 107.218

04/02/2007

D

717

10/25/2002

10/24/2009

Common Stock

7

Stock Options (Right to buy)

\$ 107.218

04/02/2007

D

1,405

06/01/2002

10/04/2008

Common Stock

1,

Stock Options (Right to buy)

\$ 122.366

04/02/2007

D

1,626

06/01/2002

06/30/2007

Common Stock

1,

Stock Options (Right to buy)

\$ 125.401

04/02/2007

D

3,738

06/01/2002⁽⁹⁾

01/31/2011

Common Stock

3,

Stock Options (Right to buy)

\$ 143.841

04/02/2007

D

3,313

06/01/2002

10/06/2007

Common Stock

3,

Stock Options (Right to buy)

\$ 247.947

04/02/2007

D

30

06/01/2002

08/31/2008

Common Stock

3

Stock Options (Right to buy)

\$ 247.947

04/02/2007

D

30

06/01/2002

08/31/2008

Common Stock

3

Stock Options (Right to buy)

\$ 272.535

04/02/2007

D

2,710

06/01/2002

10/04/2008

Common Stock

2,

Stock Options (Right to buy)

\$ 391.944

04/02/2007

D

11,295

06/01/2002⁽⁹⁾

05/31/2010

Common Stock

11

buy)

Stock

Options
(Right to
buy)

\$ 515.607

04/02/2007

D

2,259

10/25/2002

10/24/2009

Common
Stock

2,

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| RANKIN JEAN F 1110 AMERICAN PARKWAY NE ALLENTOWN, PA 18109 | | | EVP GC and Sec | |

Signatures

Jonathan Gilbert,
Attorney-in-Fact

04/04/2007

**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).
- (9) All of this option is currently exercisable.
- (6) Pursuant to the terms of a merger agreement among LSI Logic Corporation, Atlas Acquisition Corp. and Agere Systems Inc., each option to purchase Agere stock was converted into an option to purchase LSI stock.
- (7) 1/4 of this option became exercisable on the date shown; 1/48th of this option becomes exercisable monthly thereafter.
- (4) These restricted stock units will vest on December 1, 2010, but only if the company meets an earnings per share growth test.
- (3) Pursuant to the terms of a merger agreement among LSI Logic Corporation, Atlas Acquisition Corp. and Agere Systems Inc., each Agere RSU award was converted into an LSI RSU award.
- (8) 1/4 of this option becomes exercisable on the date shown; 1/48th of this option becomes exercisable monthly thereafter.
- (2) Each restricted stock unit represents the right to receive one share of common stock if and when the restricted stock unit vests.
Pursuant to the terms of a merger agreement among LSI Logic Corporation, Atlas Acquisition Corp. and Agere Systems Inc., shares of Agere common stock were converted into shares of LSI common stock having a value of \$10.44 per share at the effective time of the merger. The number of securities shown includes securities acquired in transactions exempt from and not required to be reported under Section 16.
- (5) These restricted stock units vest on December 1, 2009, but only if total stockholder return for Agere exceeds the market capitalization weighted total stockholder return of a peer group.

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.