

LUCENT TECHNOLOGIES INC
Form 4
November 03, 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

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 *
Carapezzi William R JR

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)
11/01/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Gen. Counsel & Corp Sec.

MURRAY HILL, NJ 07974

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

(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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	11/01/2006		A		31,246 (1) \$ 0	D	180,574
Common Stock	11/01/2006		A		37,751 (2) \$ 0	D	218,325
Common Stock	11/01/2006		A		43,388 (3) \$ 0	D	261,713
Common Stock	11/01/2006		A		27,187 (4) \$ 0	D	288,900

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)

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)	\$ 2.42	11/01/2006		A	403,819	(5) 10/31/2013		Common Stock	403,81

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carapezzi William R JR 600 MOUNTAIN AVENUE MURRAY HILL, NJ 07974			SVP, Gen. Counsel & Corp Sec.	

Signatures

William R.
Carapezzi, Jr. 11/03/2006

__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).
- (2) This award represents Restricted Stock Units granted in conjunction with the fiscal year 2006 portion of the 2006-2008 performance cycle of the three year performance award program. This award vests in its entirety on November 1, 2008.
- (5) This option vests in 4 equal annual installments, beginning on November 1, 2007.
- (4) This award represents Restricted Stock Units granted in conjunction with the fiscal year 2007 portion of the 2006-2008 performance cycle of the three year performance award program. This award vests in its entirety on November 1, 2008.
- (1) This award represents Restricted Stock Units granted in conjunction with the fiscal year 2007 portion of the 2005-2007 performance cycle of the three year performance award program. This award vests in its entirety on November 1, 2008.

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- (3) This award represents Restricted Stock Units granted in conjunction with the fiscal year 2006 portion of the 2005-2007 performance cycle of the three year performance award program. This award vests in its entirety on November 1, 2007.

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.