LUCENT TECHNOLOGIES INC
Form 4
November 30, 2006

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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 Number: 3235-0287
Expires: January 31, 2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Jones Michael Irving

(Last) (First) (Middle)

1600 OSGOOD STREET

(Street)

NORTH ANDOVER, MA 01845-1043

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
LUCENT TECHNOLOGIES INC [LU]

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Vice President, SCN

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/30/2006		D		5,250 (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)

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 or Number of Shares
Employee Stock Options (Right to buy)	$ 1.42	11/30/2006		D			45,000	11/30/2006	12/15/2009	Common Stock	45,000
Employee Stock Options (Right to buy)	$ 1.78	11/30/2006		D			14,113	11/30/2006	11/24/2007	Common Stock	14,113
Employee Stock Options (Right to buy)	$ 2.42	11/30/2006		D			84,028	(3)	10/31/2013	Common Stock	84,028
Employee Stock Options (Right to buy)	$ 2.78	11/30/2006		D			40,000	(4)	04/30/2013	Common Stock	40,000
Employee Stock Options (Right to buy)	$ 2.82	11/30/2006		D			60,000	(5)	11/30/2012	Common Stock	60,000
Employee Stock Options (Right to buy)	$ 3.21	11/30/2006		D			50,000	11/30/2006	11/30/2010	Common Stock	50,000
Employee Stock Options (Right to buy)	$ 3.955	11/30/2006		D			50,000	(6)	11/30/2011	Common Stock	50,000
	$ 8.1474	11/30/2006		D			28,352	11/30/2006	04/01/2011		28,352

Employee Stock Options (Right to buy)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jones Michael Irving 1600 OSGOOD STREET NORTH ANDOVER, MA 01845-1043			Vice President, SCN	

Signatures

Michael I. Jones, 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).

(6) On 11/30/2006, there were 12,500 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.

(5) These options, after conversion to Alcatel-Lucent options, will vest in four equal annual installments beginning 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).

(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).

(4) These options, after conversion to Alcatel Lucent options, will vest in four equal annual installments beginning on May 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.
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