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LUCENT TECHNOLOGIES INC

Form 424B3

May 29, 2002

PROSPECTUS SUPPLEMENT
(TO PROSPECTUS DATED JANUARY 8, 2002)

Filed Pursuant to Rule 424(b) (3)
Registration No. 333-72282

[LUCENT TECHNOLOGIES LOGO]

LUCENT TECHNOLOGIES INC.

1,885,000 SHARES OF 8.00% REDEEMABLE
CONVERTIBLE PREFERRED STOCK

\$1,885,000,000 PRINCIPAL AGGREGATE AMOUNT OF 8.00% CONVERTIBLE SUBORDINATED
DEBENTURES ISSUABLE IN EXCHANGE FOR THE PREFERRED STOCK

252,005,273 SHARES OF COMMON STOCK ISSUABLE UPON EXERCISE OF THE CONVERSION
PRIVILEGE ATTACHED TO THE PREFERRED STOCK OR CONVERTIBLE SUBORDINATED DEBENTURES

46,328,725 SHARES OF COMMON STOCK ISSUABLE IN CONNECTION WITH THE PAYMENT OF
DIVIDENDS ON THE PREFERRED STOCK

This prospectus supplement relates to resales of preferred stock and to sales of convertible subordinated debentures that may be issued in exchange for preferred stock and to common stock that may be issued upon conversion of preferred stock or convertible subordinated debentures, by the securityholders named under the caption "Selling Securityholders" in this prospectus supplement and the accompanying prospectus, all as described under the caption "Plan of Distribution" in the accompanying prospectus. This prospectus supplement should be read in conjunction with the accompanying prospectus dated January 8, 2002, and the prospectus supplements dated March 29, 2002 and February 7, 2002, which are to be delivered with this prospectus supplement.

The table appearing under "Selling Securityholders" in the accompanying prospectus is hereby amended by the addition of, or the listing of additional shares for, the following selling securityholders:

SELLING SECURITYHOLDER(1)	SHARES OF PREFERRED STOCK (2)	PRINCIPAL AMOUNT OF CONVERTIBLE SUBORDINATED DEBENTURES (2) (3)	SHARES OF COMMON STOCK (4)	SHARES COMMON S OWNED PRI THIS OFFE
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Banca del Gotardo.....	34	34,000	4,546	n
BlackRock High Yield Bond Fund.....	1,000	1,000,000	133,690	n
Credit Suisse First Boston Corporation(5).....	670	670,000	89,573	n
Deutsche Bank Securities Inc.(5).....	121,500	121,500,000	16,243,311	n
Equitec Group, LLC.....	500	500,000	66,845	n
Goldman Sachs and Company(5).....	250	250,000	33,423	n
International Bank of Reconstruction & Development Retired Employees Benefit Trust.....	2,000	2,000,000	267,380	n
JP Morgan Securities Inc.(5).....	500	500,000	66,845	342,9
KBC Convertible Opportunities LTD.....	2,031	2,031,000	271,524	n
Magnetite Assets Investors III LLC.....	3,000	3,000,000	401,070	n

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SELLING SECURITYHOLDER(1) -----	SHARES OF PREFERRED STOCK(2) -----	PRINCIPAL AMOUNT OF CONVERTIBLE SUBORDINATED DEBENTURES (2) (3) -----	SHARES OF COMMON STOCK(4) -----	SHARES COMMON S OWNED PRI THIS OFFE -----
Morgan Stanley(5).....	7,500	7,500,000	1,002,674	n
Morgan Stanley Capital Services.....	35,000	35,000,000	4,679,143	n

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- (1) Information about other selling securityholders may be provided in prospectus supplements or post-effective amendments.
 - (2) In each case, none of these securities were held prior to this offering.
 - (3) Based on the principal amount of convertible subordinated debentures originally issuable in exchange for the preferred stock, calculated by reference to the initial liquidation preference of the preferred stock of \$1,000.00 per share. The principal amount is subject to increase as a result of increases in the liquidation preference of the preferred stock to reflect the accretion of unpaid dividends. See "Description of Preferred Stock -- Exchange Right" in the accompanying prospectus.
 - (4) Based on the shares of common stock originally issuable upon exercise of the conversion privilege attached to the preferred stock or the convertible subordinated debentures with fractions rounded up to the nearest whole share. The number of shares of common stock so issuable is subject to increase as a result of antidilution adjustments and, in the case of conversion of the preferred stock, increases in the liquidation preference of the preferred stock to reflect the accretion of unpaid dividends. No fractional shares of common stock will be issued upon conversion of the preferred stock. Instead of issuing fractional shares, we will deliver scrip that will entitle the holder to receive a full share upon surrender of such scrip aggregating a full share. See "Description of Preferred Stock -- Conversion Rights" and Description of the Convertible Subordinated Debentures -- Conversion," in the accompanying prospectus.
 - (5) The number of securities listed in this prospectus supplement against the name of this selling securityholder is in addition to the number of securities listed against the name of this selling securityholder in the accompanying prospectus.

Unless otherwise disclosed in the footnotes to the table above, no selling securityholder has, or within the past three years has had, any position, office or other material relationship with us or any of our predecessors or affiliates.

Our common stock trades on The New York Stock Exchange under the symbol "LU". On May 28, 2002, the closing sale price of our common stock was \$4.85 per share.

INVESTING IN OUR PREFERRED STOCK, CONVERTIBLE SUBORDINATED DEBENTURES OR OUR COMMON STOCK INVOLVES RISKS. "RISK FACTORS" BEGINS ON PAGE 9 OF THE ACCOMPANYING PROSPECTUS.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS SUPPLEMENT OR THE PROSPECTUS WHICH

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ACCOMPANIES THIS PROSPECTUS SUPPLEMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this prospectus supplement is May 29, 2002