LUCENT TECHNOLOGIES INC
Form 4
November 30, 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

(Last) (First) (Middle)

600 MOUNTAIN AVENUE

(Street)

MURRAY HILL, NJ 07974

(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)
SVP, Gen. Counsel & Corp Sec.

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		139,572 (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 Number Shares
Employee Stock Options (Right to buy)	$ 1.42	11/30/2006		D			187,500	11/30/2006	12/15/2009	Common Stock	187,5
Employee Stock Options (Right to buy)	$ 1.78	11/30/2006		D			319,445	11/30/2006	11/24/2007	Common Stock	319,4
Employee Stock Options (Right to buy)	$ 2.42	11/30/2006		D			403,819	(3)	10/31/2013	Common Stock	403,8
Employee Stock Options (Right to buy)	$ 2.82	11/30/2006		D			456,250	(4)	11/30/2012	Common Stock	456,2
Employee Stock Options (Right to buy)	$ 3.21	11/30/2006		D			300,000	(5)	11/30/2010	Common Stock	300,0
Employee Stock Options (Right to buy)	$ 3.7	11/30/2006		D			100,000	(6)	06/30/2011	Common Stock	100,0
Employee Stock Options (Right to buy)	$ 3.955	11/30/2006		D			450,000	(7)	11/30/2011	Common Stock	450,0

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.	11/30/2006
**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).

(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).

(7) On 11/30/2006, there were 112,500 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

(3) These options, after conversion to Alcatel-Lucent options, will vest in four equal annual installments beginning on 11/1/2007.

(6) On 11/30/2006, there were 50,000 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 on 7/1/2007 and 7/1/2008.

(4) These options, after conversion to Alcatel-Lucent options, will vest in four equal annual installments, beginning on 12/1/2006.

(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).

(5) As of 11/31/2006, there were 150,000 options that were fully vested and exercisable. The remaining 150,000 options, after conversion to Alcatel Lucent options, will vest in equal annual installments on each of 12/1/2006 and 12/1/2007.

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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