

LUCENT TECHNOLOGIES INC

Form 4

November 30, 2006

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SCHACHT HENRY B

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)  
11/30/2006

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

MURRAY HILL, NJ 07974

(City) (State) (Zip)

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

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Common<br>Stock                       | 11/30/2006                              |                                                             | D                                    | 1,141,127<br>(1)                                                        | \$ 0 0 (1)                                                                                                         | D                                                                       |                                                                                |

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  
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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)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                  |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|----------------------------------------------------------------|------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                              | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                          | Am<br>Nun<br>Sha |
| Employee<br>Stock<br>Options<br>(Right to<br>buy)   | \$ 13.0455                                                            | 11/30/2006                              |                                                             | D                                       | 323,141 <u>(2)</u>                                                                                     | 11/30/2006                                                     | 01/19/2007         | Common<br>Stock                                                | 3                |
| Director<br>Stock<br>Options<br>(Right to<br>buy)   | \$ 44.4248                                                            | 11/30/2006                              |                                                             | D                                       | 12,462 <u>(2)</u>                                                                                      | 11/30/2006                                                     | 02/28/2009         | Common<br>Stock                                                |                  |
| Director<br>Stock<br>Options<br>(Right to<br>buy)   | \$ 62.2604                                                            | 11/30/2006                              |                                                             | D                                       | 10,528 <u>(2)</u>                                                                                      | 11/30/2006                                                     | 02/28/2010         | Common<br>Stock                                                |                  |
| Director<br>Stock<br>Options<br>(Right to<br>buy)   | \$ 1.505                                                              | 11/30/2006                              |                                                             | D                                       | 5,000 <u>(2)</u>                                                                                       | 11/30/2006                                                     | 03/27/2013         | Common<br>Stock                                                |                  |
| Employee<br>Stock<br>Options<br>(Right to<br>buy)   | \$ 16.0313                                                            | 11/30/2006                              |                                                             | D                                       | 2,000 <u>(2)</u>                                                                                       | 11/30/2006                                                     | 12/25/2010         | Common<br>Stock                                                | 2,               |
| Employee<br>Stock<br>Options<br>(Right to<br>buy)   | \$ 21.5071                                                            | 11/30/2006                              |                                                             | D                                       | 402,920 <u>(2)</u>                                                                                     | 11/30/2006                                                     | 10/05/2007         | Common<br>Stock                                                | 4                |
| Employee<br>Stock<br>Options<br>(Right to<br>buy)   | \$ 13.0455                                                            | 11/30/2006                              |                                                             | D                                       | 402,920 <u>(2)</u>                                                                                     | 11/30/2006                                                     | 01/19/2007         | Common<br>Stock                                                | 3                |
| Deferred<br>Stock<br>Units                          | \$ 0 <u>(1)</u>                                                       | 11/30/2006                              |                                                             | D                                       | 14,455.405<br><u>(2)</u>                                                                               | <u>(3)</u>                                                     | <u>(3)</u>         | Common<br>Stock                                                | 14               |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships                             |
|-----------------------------------------------------------------|-------------------------------------------|
|                                                                 | Director    10% Owner    Officer    Other |
| SCHACHT HENRY B<br>600 MOUNTAIN AVENUE<br>MURRAY HILL, NJ 07974 | X                                         |

## Signatures

s/ Henry B. Schacht, 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).
- (1) Pursuant to the terms of the merger agreement between Alcatel and Lucent Technologies Inc., each share of Lucent common stock, par value \$0.01 per share, was converted into 0.1952 of an American Depositary Share of Alcatel-Lucent (the combined company).
- (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) Payable generally following termination of service as a director or upon attainment of a specified age.

### Remarks:

See attached footnote page.

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.