

LUCENT TECHNOLOGIES INC  
 Form 4  
 November 03, 2006

**FORM 4**

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

OMB APPROVAL

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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 \*  
**BREWINGTON JAMES K**

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)  
**67 WHIPPANY RD**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**11/01/2006**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Pres., Developing Mkts

**WHIPPANY, NJ 07981**

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		53,576 <sup>(1)</sup> A \$ 0 302,261 <sup>(2)</sup>	D	
Common Stock	11/01/2006		A		73,519 <sup>(3)</sup> A \$ 0 375,780 <sup>(2)</sup>	D	
Common Stock	11/01/2006		A		38,583 <sup>(4)</sup> A \$ 0 414,363 <sup>(2)</sup>	D	
Common Stock	11/01/2006		A		52,945 <sup>(5)</sup> A \$ 0 467,308 <sup>(2)</sup>	D	
Common Stock						I	by 401K

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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	607,500	<sup>(6)</sup> 10/31/2013	Common Stock 607,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BREWINGTON JAMES K 67 WHIPPANY RD WHIPPANY, NJ 07981			Pres., Developing Mkts	

## Signatures

James K. Brewington, by William R. Carapezzi, Jr. as attorney-in-fact 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).
- (1) 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.
- (6) 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.
- (5) 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.
- (2) Includes shares acquired in transactions not required to be reported and exempt from liability under Section 16.

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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