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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BREWINGTON JAMES K

(Last) (First) (Middle)

67 WHIPPANY RD

(Street)

WHIPPANY, NJ 07981

(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)
Pres., Developing Mkts

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		386,234 (1)	D	$ 0	0 (1)	D	
Common Stock	11/30/2006		D		1,636.378 (1)	D	$ 0	0 (1)	I	by 401K

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 Amour Underlying Securit (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Share
Deferred Stock Units	(1)	11/30/2006		D			5,216.785	(2)	(2)	Common Stock	5,21
Employee Stock Options (Right to buy)	$ 1.42	11/30/2006		D			650,000	11/30/2006	12/15/2009	Common Stock	65
Employee Stock Options (Right to buy)	$ 1.78	11/30/2006		D			1,173,441	11/30/2006	11/24/2007	Common Stock	1,17
Employee Stock Options (Right to buy)	$ 2.42	11/30/2006		D			607,500	(4)	10/31/2013	Common Stock	60
Employee Stock Options (Right to buy)	$ 2.82	11/30/2006		D			647,500	(5)	11/30/2012	Common Stock	64
Employee Stock Options (Right to buy)	$ 3.21	11/30/2006		D			650,000	(6)	11/30/2010	Common Stock	65
Employee Stock Options (Right to buy)	$ 3.955	11/30/2006		D			762,500	(7)	11/30/2011	Common Stock	76

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. Carpezzi, 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).

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

(3) 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).

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

(6) As of 11/30/2006, there were 325,000 options that were fully vested and exercisable. The remaining unvested options, after conversion to Alcatel-Lucent options, will vest in two equal annual installments beginning on 12/1/2006.

(7) On 11/30/2006, there were 190,526 options that were fully vested andexercisable. The remaining unvested options, after conversion to Alcatel-Lucent options, will vest in three equal annual installments beginning on 12/1/2006.

(2) Payable generally following termination of employment with the Company or upon attainment of a specified age.

(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).

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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