

LUCENT TECHNOLOGIES INC
 Form 4
 November 30, 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 *
 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 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)
Common Stock	11/30/2006		D	(A) or (D) Price	1,141,127 (1) \$ 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)

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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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nun Sha
Employee Stock Options (Right to buy)	\$ 13.0455	11/30/2006		D			323,141 ⁽²⁾	11/30/2006	01/19/2007	Common Stock	3
Director Stock Options (Right to buy)	\$ 44.4248	11/30/2006		D			12,462 ⁽²⁾	11/30/2006	02/28/2009	Common Stock	
Director Stock Options (Right to buy)	\$ 62.2604	11/30/2006		D			10,528 ⁽²⁾	11/30/2006	02/28/2010	Common Stock	
Director Stock Options (Right to buy)	\$ 1.505	11/30/2006		D			5,000 ⁽²⁾	11/30/2006	03/27/2013	Common Stock	
Employee Stock Options (Right to buy)	\$ 16.0313	11/30/2006		D			2,000 ⁽²⁾	11/30/2006	12/25/2010	Common Stock	2,
Employee Stock Options (Right to buy)	\$ 21.5071	11/30/2006		D			402,920 ⁽²⁾	11/30/2006	10/05/2007	Common Stock	4
Employee Stock Options (Right to buy)	\$ 13.0455	11/30/2006		D			402,920 ⁽²⁾	11/30/2006	01/19/2007	Common Stock	3
Deferred Stock Units	\$ 0 ⁽¹⁾	11/30/2006		D			14,455.405 ⁽²⁾	⁽³⁾	⁽³⁾	Common Stock	14

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHACHT HENRY B 600 MOUNTAIN AVENUE 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.