

DAMELIO FRANK A

Form 4

November 03, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
DAMELIO FRANK A

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)
11/01/2006

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Chief Operating Officer

MURRAY HILL, NJ 07974

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		110,515 (1)	A \$ 0 761,979	D
Common Stock	11/01/2006		A		78,116 (2)	A \$ 0 840,095	D
Common Stock	11/01/2006		A		83,773 (3)	A \$ 0 923,868	D
Common Stock	11/01/2006		A		108,471 (4)	A \$ 0 1,032,339	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 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		1,152,778		<u>(5)</u>	10/31/2013	Common Stock	1,152

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DAMELIO FRANK A 600 MOUNTAIN AVENUE MURRAY HILL, NJ 07974	Chief Operating Officer

Signatures

Frank A. D'Amelio, 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.
- (5) This option vests in 4 equal annual installments, beginning on November 1, 2007.
- (3) 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.
- (2) 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.
- (4) 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.

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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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