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LUCENT TECHNOLOGIES INC

Form 424B3

July 01, 2002

PROSPECTUS SUPPLEMENT
(TO PROSPECTUS DATED JANUARY 8, 2002)

Filed Pursuant to Rule 424(b)(3)
Registration No. 333-72282

[LUCENT TECHNOLOGIES LOGO]

LUCENT TECHNOLOGIES INC.

1,885,000 SHARES OF 8.00% REDEEMABLE
CONVERTIBLE PREFERRED STOCK

\$1,885,000,000 PRINCIPAL AGGREGATE AMOUNT OF 8.00% CONVERTIBLE SUBORDINATED
DEBENTURES ISSUABLE IN EXCHANGE FOR THE PREFERRED STOCK

317,340,127 SHARES OF COMMON STOCK ISSUABLE UPON EXERCISE OF THE CONVERSION
PRIVILEGE ATTACHED TO THE PREFERRED STOCK OR CONVERTIBLE SUBORDINATED DEBENTURES

46,328,725 SHARES OF COMMON STOCK ISSUABLE IN CONNECTION WITH THE PAYMENT OF
DIVIDENDS ON THE PREFERRED STOCK

This prospectus supplement relates to resales of preferred stock and to sales of convertible subordinated debentures that may be issued in exchange for preferred stock and to common stock that may be issued upon conversion of preferred stock or convertible subordinated debentures, by the securityholders named under the caption "Selling Securityholders" in this prospectus supplement and the accompanying prospectus, all as described under the caption "Plan of Distribution" in the accompanying prospectus. This prospectus supplement should be read in conjunction with the accompanying prospectus dated January 8, 2002, and the prospectus supplements dated February 7, 2002, March 29, 2002, and May 29, 2002, which are to be delivered with this prospectus supplement.

The table appearing under "Selling Securityholders" in the accompanying prospectus is hereby amended by the addition of, or the listing of additional shares for, the following selling securityholders:

SELLING SECURITYHOLDER(1)	SHARES OF PREFERRED STOCK (2)	PRINCIPAL AMOUNT OF CONVERTIBLE SUBORDINATED DEBENTURES (2) (3)	SHARES OF COMMON STOCK (4)	SHARES COMMON STOCK OWNED PRIOR TO THIS OFFERING
Allegheny Technologies Inc. Pension Plan(5)	3,326	3,326,000	559,933	nil
Argent Classic Convertible Arbitrage Fund L.P.(6)	350	350,000	58,923	nil
Argent Classic Convertible Arbitrage Fund (Bermuda) Ltd.(6)	650	650,000	109,428	nil
Davis New York Venture Fund	38,400	38,400,000	6,464,648	nil
Golden Rule Insurance Company(5)	350	350,000	58,923	nil
HFR TQA MasterTrust	300	300,000	50,506	nil
JMG Capital Partners, LP	34,825	34,825,000	5,862,796	nil
JMG Triton Offshore Fund, Ltd.	955	955,000	160,775	nil
L.A. Fire and Police Pension Fund(5)	9,500	9,500,000	1,599,327	nil
LDG Limited	1,050	1,050,000	176,768	nil

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SELLING SECURITYHOLDER(1)	SHARES OF PREFERRED STOCK (2)	PRINCIPAL AMOUNT OF CONVERTIBLE SUBORDINATED DEBENTURES (2) (3)	SHARES OF COMMON STOCK (4)	SHARES COMMON S OWNED PRI THIS OFFE
Maryland State Retirement Fund(5).....	10,656	10,656,000	1,793,940	nil
NSMD.....	300	300,000	50,506	nil
TQA Master Plus Fund Ltd.....	1,250	1,250,000	210,438	nil
Value Line Convertible Fund Inc.	250	250,000	42,088	nil
Zola Partners, L.P.	300	300,000	50,506	nil
Zurich Institutional Benchmarks Master Fund LTD c/o TQA Investors, LLC.....	640	640,000	107,745	nil

- (1) Information about other selling securityholders may be provided in prospectus supplements or post-effective amendments.
- (2) In each case, none of these securities were held prior to this offering.
- (3) Based on the principal amount of convertible subordinated debentures originally issuable in exchange for the preferred stock, calculated by reference to the initial liquidation preference of the preferred stock of \$1,000.00 per share. The principal amount is subject to increase as a result of increases in the liquidation preference of the preferred stock to reflect the accretion of unpaid dividends. See "Description of Preferred Stock -- Exchange Right" in the accompanying prospectus.
- (4) Based on the shares of common stock currently issuable upon exercise of the conversion privilege attached to the preferred stock or the convertible subordinated debentures with fractions rounded up to the nearest whole share. The number of shares of common stock so issuable represents an increase in the shares of common stock originally issuable on account of our June 1, 2002, distribution of our shares of Agere Systems Inc. to our common shareowners and is subject to further adjustments as a result of antidilution adjustments and, in the case of conversion of the preferred stock, increases in the liquidation preference of the preferred stock to reflect the accretion of unpaid dividends. No fractional shares of common stock will be issued upon conversion of the preferred stock. Instead of issuing fractional shares, we will deliver scrip that will entitle the holder to receive a full share upon surrender of such scrip aggregating a full share. See "Description of Preferred Stock -- Conversion Rights" and Description of the Convertible Subordinated Debentures -- Conversion," in the accompanying prospectus.
- (5) GEM Capital Management, Inc., a registered investment adviser, has investment discretion with respect to the selling securityholder's above referenced securities.
- (6) The number of securities listed in this prospectus supplement against the name of this selling securityholder is in addition to the number of securities listed against the name of this selling securityholder in the accompanying prospectus, as previously supplemented.

Unless otherwise disclosed in the footnotes to the table above, no selling securityholder has, or within the past three years has had, any position, office or other material relationship with us or any of our predecessors or affiliates.

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Our common stock trades on The New York Stock Exchange under the symbol "LU". On June 28, 2002, the closing sale price of our common stock was \$1.66 per share.

INVESTING IN OUR PREFERRED STOCK, CONVERTIBLE SUBORDINATED DEBENTURES OR OUR COMMON STOCK INVOLVES RISKS. "RISK FACTORS" BEGINS ON PAGE 9 OF THE ACCOMPANYING PROSPECTUS.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS SUPPLEMENT OR THE PROSPECTUS WHICH ACCOMPANIES THIS PROSPECTUS SUPPLEMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this prospectus supplement is July 1, 2002