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LUCENT TECHNOLOGIES INC

Form 424B3

February 08, 2002

PROSPECTUS SUPPLEMENT

Filed Pursuant to Rule 424(b)(3)

(TO PROSPECTUS DATED JANUARY 8, 2002)

Registration No. 333-72282

[LUCENT TECHNOLOGIES LOGO]

LUCENT TECHNOLOGIES INC.

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

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

252,005,273 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, which is 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 securities 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 OF COMMON STOCK OWNED PRIOR TO THIS OFFERING
1976 Distribution Trust FBO A.R. Lauder/ Zinterhofer.....	7	\$ 7,000	936	
1976 Distribution Trust FBO Jane A. Lauder... 2000 Revocable Trust FBO A.R. Lauder/ Zinterhofer.....	13	13,000	1,738	
ACM Research Fund.....	7	7,000	936	
Advent Convertible Master Caymen L.P.....	1,730	1,730,000	231,284	
Allentown City Firefighters Pension Plan.....	3,686	3,686,000	492,781	
Allentown City Officers & Employees Pension Fund.....	25	25,000	3,343	
Allentown City Police Pension Plan.....	10	10,000	1,337	
Amarath Securities L.L.C.(5).....	45	45,000	6,017	
American Motorist Insurance Company.....	10,250	10,250,000	1,370,321	
Arapahoe County Colorado.....	516	516,000	68,984	
	51	51,000	6,819	

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Banc of America Securities LLC.....	2,743	2,743,000	366,712
Bank of America Pension Plan.....	1,350	1,350,000	180,482
British Virgin Islands Social Security Board.....	39	39,000	5,214
Canyon Capital Arbitrage Master Fund, Ltd....	2,550	2,550,000	340,909
Canyon Mac 18 (RMF) Ltd.	595	595,000	79,546
Canyon Value Realization Fund (Cayman), Ltd.	3,485	3,485,000	465,909
City of New Orleans.....	208	208,000	27,808

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 THIS OFFERING
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City University of New York.....	125	125,000	16,712	
Common Fund Event Driven Company c/o IBT Fund Services (Cayman).....	521	521,000	69,653	
Credit Suisse First Boston Corp.	2,000	2,000,000	267,380	
Deeprock & Co.	1,000	1,000,000	133,690	
General Motors Welfare Benefit Trust (VEBA).....	1,000	1,000,000	133,690	
GLG Global Convertible Fund.....	7,185	7,185,000	960,562	
GLG Global Convertible UCITS Fund.....	815	815,000	108,958	
Grady Hospital Foundation.....	110	110,000	14,706	
HFR Convertible Arbitrage Account.....	214	214,000	28,610	
Independence Blue Cross.....	225	225,000	30,081	
Island Drive Offshore, Ltd.	1,300	1,300,000	173,797	
Jeffries & Company, Inc.	2,500	2,500,000	334,225	
JMG Capital Partners LP(5).....	500	500,000	66,845	
JMG Triton Offshore Fund, LTD(5).....	9,600	9,600,000	1,283,423	
Lehman Brothers Inc.	110,000	110,000,000	14,705,878	
Lehman Brothers Special Finance.....	62,925	62,925,000	8,412,431	
Levco Alternative Fund, Ltd.	13,649	13,649,000	1,824,733	
Local Initiatives Support Corporation.....	50	50,000	6,685	
Lyxor Master Fund.....	843	843,000	112,701	
McMahan Securities Co. L.P.(5).....	7,040	7,040,000	941,177	
Merril Lynch Insurance Group.....	276	276,000	36,899	
Minnesota Power and Light.....	160	160,000	21,391	
Morgan Stanley.....	7,500	7,500,000	1,002,674	
Municipal Employees.....	187	187,000	25,000	
Nabisco Holdings.....	30	30,000	4,011	
New Orleans Firefighters Pension/Relief Fund.....	113	113,000	15,107	
Occidental Petroleum Corporation.....	214	214,000	28,610	
Ohio Bureau of Workers Compensation.....	150	150,000	20,054	
Oppenheimer Convertible Securities Fund.....	5,000	5,000,000	668,450	
Paloma Securities L.L.C.(5).....	2,250	2,250,000	300,803	
Parsimony Limited.....	3,000	3,000,000	401,070	
Peoples Benefit Life Insurance Company (Teamsters Separate Account).....	3,350	3,350,000	447,861	
Policeman and Firemen Retirement System of the City of Detroit.....	513	513,000	68,583	
Pro-mutual.....	613	613,000	81,952	

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Purchase Associates, L.P.	3,687	3,687,000	492,914
Raytheon Master Pension Trust.....	206	206,000	27,541
Retail Clerks Pension Trust.....	1,600	1,600,000	213,904
RJR Reynolds.....	85	85,000	11,364

SELLING SECURITYHOLDER(1)	SHARES OF PREFERRED STOCK (2)	PRINCIPAL AMOUNT OF CONVERTIBLE SUBORDINATED DEBENTURES (2) (3)	SHARES OF COMMON STOCK (4)	SHARES COMMO STOC OWNE PRIOR THIS OFFER
Sagamore Hill Hub Fund, Ltd.	14,750	14,750,000	1,971,925	
Shell Pension Trust.....	504	504,000	67,380	
Silverado Arbitrage Trading, LTD.....	1,025	1,025,000	137,033	
St. Albans Partners Ltd.	3,350	3,350,000	447,861	
State of Maryland Retirement Agency.....	2,636	2,636,000	352,407	
Susquehanna Capital Group.....	3,500	3,500,000	467,915	
The Grable Foundation.....	99	99,000	13,236	
Tribeca Investments, L.L.C.(5).....	3,000	3,000,000	401,070	
Trustmark Insurance Company.....	285	285,000	38,102	
UBS AG, London Branch(5).....	34,200	34,200,000	4,572,192	
UBS O'Connor LLC f/b/o UBS Global Convertible Portfolio.....	1,000	1,000,000	133,690	
UBS O'Connor LLC f/b/o UBS Global Equity Arbitrage Master Ltd.	26,000	26,000,000	3,475,935	
UBS Warburg LLC.....	15,412	15,412,000	2,060,428	
US Allianz Growth & Income Fund.....	22	22,000	2,942	28,
Value Realization Fund, L.P.	1,870	1,870,000	250,000	
Van Kampen Equity Income Fund.....	13,633	13,633,000	1,822,594	3,715,
Van Kampen Growth & Income Fund.....	5,935	5,935,000	793,449	3,925,
Van Kampen Harbor Fund.....	4,000	4,000,000	534,760	28,
Van Kampen Life Investment Trust Growth & Income Portfolio.....	410	410,000	54,813	347,
Whitebox Convertible Arbitrage Partners L.P.	7,000	7,000,000	935,829	
Yield Strategies Fund I, L.P.	3,350	3,350,000	447,861	
Yield Strategies Fund II, L.P.	3,350	3,350,000	447,861	
Other selling securityholders(1).....	220,722	220,722,000	29,508,281	Unkn

(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.

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- (4) Based on the shares of common stock originally 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 is subject to increase 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) 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.

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.

Our common stock trades on The New York Stock Exchange under the symbol "LU". On February 6, 2002, the closing sale price of our common stock was \$5.76 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 February 7, 2002