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LUCENT TECHNOLOGIES INC

Form 424B3

November 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, as supplemented, 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, May 29, 2002, July 1, 2002, July 3, 2002, August 28, 2002, September 12, 2002 and October 10, 2002, which are to be delivered with this prospectus supplement.

Each share of preferred stock is convertible at any time, at the option of the holder and in the manner described in the accompanying prospectus, into fully paid and nonassessable shares of our common stock. The preferred stock is currently convertible into common stock at a conversion price of \$5.94 per share of common stock (equivalent to a conversion rate of 168.3502 shares of common stock for each share of preferred stock), representing an adjustment of the initial conversion price of \$7.48 per share of common stock (or initial conversion rate of 133.6898 shares of common stock for each share of preferred stock) on account of our distribution of our shares of Agere Systems Inc. to our common shareowners in connection with our spin-off of Agere Systems Inc. and is subject to further adjustments as described in the accompanying prospectus.

The table appearing under "Selling Securityholders" in the accompanying prospectus, as supplemented, 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)	SHARE COMM STOCK PRIOR T OFFER
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- (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 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.

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 October 31, 2002, the closing sale price of our common stock was \$1.23 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 November 1, 2002