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LUCENT TECHNOLOGIES INC
 Form 424B3
 August 28, 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

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, 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 and July 3, 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 is hereby amended by the addition of, or the listing of additional shares for, selling securityholders and is restated as follows:

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 PRIOR TO OFFER
1976 Distribution Trust FBO A.R. Lauder/ Zinterhofer.....	7	7,000	1,179	
1976 Distribution Trust FBO Jane A.				

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Lauder.....	13	13,000	2,189	
2000 Revocable Trust FBO A.R. Lauder/ Zinterhofer.....	7	7,000	1,179	
ACM Research Fund.....	1,730	1,730,000	291,246	
Advent Convertible Master Cayman L.P.	3,686	3,686,000	620,539	
AEGON/Transamerica Services Fund, Inc. -- T. Rowe Price Equity Income Portfolio.....	155	155,000	26,095	33
AFTRA Health Fund.....	160	160,000	26,937	
AIG/National Union Fire Insurance.....	600	600,000	101,011	
Aim Charter Fund.....	15,000	15,000,000	2,525,253	

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
Aim VI Growth & Income Fund.....	5,000	5,000,000	841,751	
Allegheny Technologies Inc. Pension Plan....	3,326	3,326,000	559,933	
Allentown City Firefighters Pension Plan....	25	25,000	4,209	
Allentown City Officers & Employee Pension Fund.....	10	10,000	1,684	
Allentown City Police Pension Plan.....	45	45,000	7,576	
Allete, Inc.	500	500,000	84,176	
Alliance Balanced Shares, Inc.	7,950	7,950,000	1,338,385	2,05
Alliance Growth & Income, Inc.	52,160	52,160,000	8,781,147	21,23
Allstate Insurance Company.....	1,200	1,200,000	202,021	28
Allstate Life Insurance Company.....	550	550,000	92,593	1
Alpine Associates, L.P.	10,600	10,600,000	1,784,513	
Alpine Partners, L.P.	1,575	1,575,000	265,152	
Amaranth Securities L.L.C.	14,750	14,750,000	2,483,166	
American Funds Insurance Series -- Global Discovery Fund.....	80	80,000	13,469	
American Motorist Insurance Company.....	516	516,000	86,869	
American Variable Insurance Series -- Growth Income Fund.....	12,910	12,910,000	2,173,402	40
Anchor Pathway Fund -- Growth Income Series.....	2,300	2,300,000	387,206	10
Arapaho County Colorado.....	51	51,000	8,586	
Arbitex Master Fund, L.P.	9,000	9,000,000	1,515,152	
Argent Classic Convertible Arbitrage Fund (Bermuda) Ltd.	3,150	3,150,000	530,304	
Argent Classic Convertible Arbitrage Fund L.P.(6).....	1,350	1,350,000	227,273	
Argent Classic Convertible Fund (Bermuda) Ltd.(6).....	650	650,000	109,428	
Argent Convertible Arbitrage Fund Ltd.	2,500	2,500,000	420,876	
Argent LowLev Convertible Arbitrage Fund LLC.....	500	500,000	84,176	
Arkansas PERS.....	725	725,000	122,054	
Associated Electric & Gas Insurance Services Limited(5).....	2,500	2,500,000	420,876	
Aventis Pension Master Trust(5).....	550	550,000	92,593	
Banc of America Securities LLC.....	5,593	5,593	941,583	
Banca del Gotardo.....	34	34,000	5,724	
Bancroft Convertible Fund, Inc.	1,000	1,000,000	168,351	
Bank of America Pension Plan.....	1,350	1,350,000	227,273	

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Bankers Trust Company.....	400	400,000	67,341
Bankers Trust Company, Trustee for DaimlerChrysler Corp Emp #1 Pension Plan dtd 4/1/89.....	9,100	9,100,000	1,531,987
Bay County PERS.....	90	90,000	15,152
Bear Stearns & Co. Inc.	10,000	10,000,000	1,683,502

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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)	SHARE COMM STOCK PRIOR T OFFER
BGI Global Investors.....	750	750	126,263	
BlackRock High Yield Bond Fund.....	1,000	1,000,000	168,351	
BNA Retirement Trust.....	15	15,000	2,526	1
BNP Paribas Equity Strategies SNC.....	3,850	3,850	648,149	1,12
Boilermaker's Blacksmith Pension Trust (5)...	3,265	3,265	549,664	
British Virgin Islands Social Security Board.....	39	39,000	6,566	
CALAMOS Convertible Fund -- CALAMOS Investment Trust (5).....	9,200	9,200,000	1,548,822	
CALAMOS Convertible Growth and Income Fund -- CALAMOS Investment Trust (5).....	4,935	4,935	830,809	
CALAMOS Convertible Portfolio -- CALAMOS Advisors Trust (5).....	265	265,000	44,613	
CALAMOS Convertible Technology Fund -- CALAMOS Investment Trust (5).....	70	70,000	11,785	
CALAMOS Global Convertible Fund -- CALAMOS Investment Trust (5).....	140	140,000	23,570	
CALAMOS High Yield Fund -- CALAMOS Investment Trust.....	150	150,000	25,253	
CALAMOS Market Neutral Fund -- CALAMOS Investment Trust (5).....	8,300	8,300,000	1,397,307	
California Public Employees' Retirement System.....	3,000	3,000,000	505,051	13,72
Canyon Capital Arbitrage Master Fund, Ltd.	2,550	2,500,000	429,294	
Canyon Mac 18 (RMF) Ltd.....	595	595,000	100,169	
Canyon Value Realization Fund (Cayman), Ltd.	3,485	3,485,000	586,701	
Capital International Global Discovery.....	50	50,000	8,418	
Caspian Capital Partners LP.....	300	300,000	50,506	
Century -- National Insurance Company.....	750	750,000	126,263	
Charitable Convertible Securities Fund.....	1,100	1,100,000	185,186	
Chilton International, L.P.	19,473	19,473,000	3,278,284	
Chilton Investment Partners, L.P.	5,809	5,809,000	977,947	
Chilton New Era International, L.P.	11,853	11,853,000	1,995,455	
Chilton New Era Partners, L.P.	6,699	6,699,000	1,127,778	
Chilton QP Investment Partners, L.P.	4,991	4,991,000	840,236	
City of Albany Pension Plan(5).....	210	210,000	35,354	
City of Knoxville Pension System(5).....	600	600,000	101,011	
City of New Orleans.....	208	208,000	35,017	
City University of New York.....	125	125,000	21,044	
Clarica Life Insurance Co. -- US(5).....	585	585,000	98,485	

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Clinton Springs Partnership L.L.C.	500	500,000	84,176
Coastal Convertibles LTD.	1,000	1,000,000	168,351
Common Fund Event Driven Company c/o IBT Fund Services (Cayman).....	521	521,000	87,711
Concordia Partners LP.....	15,500	15,500,000	2,609,429
Consulting Group Capital Markets Funds(5)...	350	350,000	58,923

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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)	SHARE COMM STOCK PRIOR T OFFER
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Continental Assurance Company On Behalf Of Its Separate Account (E).....	1,400	1,400,000	235,691	
Continental Casualty Company.....	18,600	18,600,000	3,131,314	
CooperNeff Convertible Strategies Fund.....	69	69,000	11,617	
COOPERNEFF Convertible Strategies Fund, L.P.	1,086	1,086,000	182,829	
Credit Lyonnais Securities Inc. (USA).....	6,000	6,000,000	1,010,102	40
Credit Suisse First Boston Corp.	2,000	2,000,000	336,701	
Credit Suisse First Boston Corporation.....	2,670	2,670,000	449,496	
Daniel A. Hillenbrand.....	100	100,000	16,836	
Davis New York Venture Fund.....	38,400	38,400,000	6,464,648	
Deeprook & Co.	1,000	1,000,000	168,351	
Delaware PERS.....	1,025	1,025,000	172,559	
Delta Airlines Master Trust(5).....	3,775	3,775,000	635,523	
Delta Pilots Disability and Survivorship Trust(5).....	785	785,000	132,155	
Deutsche Bank Securities Inc.	121,500	121,500,000	20,454,550	
Deutsche Banc Alex. Brown Inc.	75,600	75,600,000	12,727,276	
DNB Endowment.....	300	300,000	50,506	
Drury University(5).....	70	70,000	11,785	
Duke Endowment.....	180	180,000	30,304	
EB Convertible Securities Fund.....	1,100	1,100,00	185,186	
Ellsworth Convertible Growth and Income Fund, Inc.	1,000	1,000,000	168,351	
Endowments -- Growth and Income Portfolio...	400	400,000	67,341	
Family Service Life Insurance Co.	150	150,000	25,253	
F.R. Convt. Sec. Fn.	105	105,000	17,677	
Fidelity Advisor Series I: Fidelity Advisor Balanced Fund(6).....	710	710,000	119,529	
Fidelity Advisor Series I: Fidelity Advisor Dividend Growth Fund(6).....	900	900,000	151,516	30
Fidelity Advisor Series I: Fidelity Advisor Equity Value Fund(6).....	212	212,000	35,691	
Fidelity Advisor Series I: Fidelity Advisor Growth & Income Fund(6).....	1,350	1,350	227,273	
Fidelity Charles Street Trust: Fidelity Asset Manager(6).....	5,130	5,130,000	863,637	1,25
Fidelity Charles Street Trust: Fidelity Asset Manager: Growth(6).....	2,570	2,570,000	432,661	
Fidelity Charles Street Trust: Fidelity Asset Manager: Income(6).....	200	200,000	33,671	
Fidelity Contrafund: Fidelity				

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Contrafund(6).....	57,450	57,450,000	9,671,719	
Fidelity Devonshire Trust: Fidelity Equity Income Fund(6).....	12,360	12,360,000	2,080,809	1,96

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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)	SHARE COMM STOCK PRIOR T OFFER
Fidelity Financial Trust: Fidelity Convertible Securities Fund(6).....	4,600	4,600,000	774,411	
Fidelity Financial Trust: Fidelity Equity- Income II Fund(6).....	45,223	45,223,000	7,613,302	
Fidelity Hastings Street Trust: Fidelity Fund(6).....	6,100	6,100,000	1,026,937	4,13
Fidelity Management Trust Company on behalf of accounts managed by it(7).....	6,890	6,890,000	1,159,933	4,76
Fidelity Mt. Vernon Street Trust: Fidelity Aggressive Growth Fund(6).....	4,000	4,000,000	673,401	4,01
Fidelity Puritan Trust: Fidelity Puritan Fund.....	6,980	6,980,000	1,175,085	1,12
Fidelity Securities Fund: Fidelity Dividend Growth Fund(6).....	6,600	6,600,000	1,111,112	3,00
Fidelity Trend Fund: Fidelity Trend Fund(6).....	500	500,000	84,176	
Field Foundation of Illinois.....	50	50,000	8,418	
First Mercury Insurance Company.....	30,000	30,000,000	5,050,506	
First Union National Bank.....	44,000	44,000,000	7,407,409	
First Union Securities Inc.	5,400	5,400,000	909,092	
FIST -- Franklin Convertible Securities Fund.....	2,300	2,300,000	387,206	
Forest Alternative Strategies II.....	100	100,000	16,836	
Forest Fulcrum Fund L.L.P.	1,200	1,200,000	202,021	
Forest Global Convertible Fund Series A-5...	5,000	5,000,000	841,751	
Franklin and Marshall College.....	500	500,000	84,176	
Franklin World Telecom Fund -- Canada.....	100	100,000	16,836	
FSS -- Franklin Global Communication Fund...	1,300	1,300,000	218,856	
FTVIPT -- Global Communication Fund.....	2,800	2,800,000	471,381	
GDO Equity Arbitrage Master Fund.....	5,000	5,000,000	841,751	
GenCorp Foundation.....	35	35,000	5,893	
General Motors Welfare Benefit Trust (VEBA).....	1,000	1,000,000	168,351	
GLG Convertible UCITS Fund.....	815	815,000	137,206	
GLG Global Convertible Fund.....	7,185	7,185,000	1,209,597	
GLG Market Neutral Fund.....	54,500	54,500,000	9,175,086	
Golden Rule Insurance Company.....	350	350,000	58,923	
Goldman Sachs and Company.....	629	629,000	105,893	
Grady Hospital Foundation.....	110	110,000	18,519	
Granville Capital Corporation.....	34,000	34,000,000	5,723,907	
Guardian Life Insurance Co.	9,300	9,300,000	1,565,657	6
Gulf International Bank (UK) LYD.....	30	30,000	5,051	
Guardian Pension Trust.....	500	500,000	84,176	
Harbor Associates.....	100	100,000	16,836	
Harris Corporation Retirement Trust.....	145	145,000	234,900	

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H.K. Porter Company, Inc.	55	55,000	9,260
Health Foundation of Greater Cincinnati.....	180	180,000	30,304
HFR Convertible Arbitrage Account.....	214	214,000	36,027

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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)	SHARE COMM STOCK PRIOR T OFFER
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HFR Master Fund, Ltd.(5).....	50	50,000	8,418	
HFR TQA MasterTrust.....	300	300,000	50,506	
HFR Zazove Master Trust.....	200	200,000	33,671	
Highbridge International LLC.....	22,500	22,500,000	3,787,880	
ICI American Holdings Trust.....	370	370,000	62,290	
Independence Blue Cross.....	225	225,000	37,879	
International Bank of Reconstruction & Development Retired Employees Benefit Trust.....	2,000	2,000,000	336,701	
Island Drive Offshore, Ltd.	1,300	1,300,000	218,856	
JAS Securities, LLC.....	2,000	2,000,000	336,701	
Jeffries & Company, Inc.	8,500	8,500,000	1,430,977	
John Hancock Variable Series Trust I -- Large Cap Value Portfolio.....	135	135,000	22,728	22
Jonathan T. Walton.....	10	10,000	1,684	
JMG Capital Partners LP.....	88,525	88,525,000	14,903,202	
JMG Triton Offshore Fund, Ltd.	58,255	58,255,000	9,807,241	
JNL Series Trust -- T. Rowe Price/JNL Value Series.....	205	205,000	34,512	42
JP Morgan Securities Inc.	42,320	42,320,000	7,124,581	1,22
KBC Convertible Opportunities LTD.....	2,031	2,031,000	341,920	
KBC Financial Products USA Inc.	1,481	1,481,000	249,327	
Kellner, DiLeo & Co., LP.....	3,900	3,900,000	656,566	
Kettering Medical Center Funded Depreciation Account(5).....	140	140,000	23,570	
Key Trust Convertible Securities Fund.....	180	180,000	30,304	
Knoxville Utilities Board Retirement System(5).....	335	335,000	56,398	
L.A. Fire and Police Pension Fund.....	9,500	9,500,000	1,599,327	
LDG Limited.....	1,050	1,050,000	176,768	
Lehman Brothers Special Finance.....	68,675	68,675,000	11,561,450	
Lehman Brothers Inc.	110,000	110,000,000	18,518,522	
Levco Alternative Fund, Ltd.	13,649	13,649,000	2,297,812	
Lexington Vantage Fund Ltd. c/o TQA Investors, LLC.....	350	350,000	58,923	
Lincoln National Convertible Securities Fund.....	10,000	10,000,000	1,683,502	
Lipper Convertibles Series II, LP.....	5,000	5,000,000	841,751	
Lipper Convertibles, L.P.	48,500	48,500,000	8,164,985	
Lipper Offshore Convertibles, LP.....	9,100	9,100	1,531,987	
Local Initiatives Support Corporation.....	50	50,000	8,418	
Lord Abbett Affiliated Fund.....	28,750	28,750,000	4,840,069	
Louisiana Workers' Compensation Corporation.....	620	620,000	104,378	
LTT Limited.....	350	350,000	58,923	

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Lyxor Master Fund..... 843 843,000 141,920

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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 OF COMMON STOCK PRIOR TO OFFER
Lyxor Master Fund c/o Argent Management Company LLC.....	350	350	58,923	
Lyxor Master Fund c/o Forest Investment Management L.L.C.	1,500	1,500,000	252,526	
Macomb County Employees' Retirement System(5).....	585	585,000	98,485	
Magnetite Assets Investors III LLC.....	3,000	3,000,000	505,051	
Mainstay Convertible Fund.....	2,110	2,110,000	355,219	
Mainstay VP Convertible Portfolio.....	640	640,000	107,745	
Manufacturers Investment Fund -- Equity Income Trust.....	690	690,000	116,162	1,14
Mariner LDC.....	3,200	3,200,000	538,721	
Mary H. Hillenbrand.....	100	100,000	16,836	
Maryland State Retirement Fund.....	10,656	10,656,000	1,793,940	
Maxim Series Fund, Inc. -- Maxim T. Rowe Price Equity Income Portfolio.....	140	140,000	23,570	25
McMahan Securities Co. L.P.	7,080	7,080,000	1,191,920	
Merrill Lynch Global Allocation Fund, Inc.	12,040	12,040,000	2,026,937	2,00
Merrill Lynch Insurance Group.....	276	276,000	46,465	
Merrill Lynch International Investment Fund.....	900	900,000	151,526	27
Merrill Lynch Pierce Fenner & Smith Inc. ...	284	284,000	47,812	
Merrill Lynch Series Fund, Inc., Global Allocation Strategy Portfolio.....	200	200,000	33,671	5
Merrill Lynch Variable Series, Inc., Global Allocation Focus Fund.....	550	550,000	92,593	13
Minnesota Power and Light.....	160	160,000	26,937	
Morgan Stanley.....	55,000	55,000,000	9,259,261	
Morgan Stanley & Co. Incorporated.....	12,391	12,391,000	2,086,028	
Morgan Stanley Capital Services.....	35,000	35,000,000	5,892,257	
Morgan Stanley Dean Witter Convertible Securities Trust.....	2,100	2,100	353,536	
Municipal Employees.....	187	187,000	31,482	
Nabisco Holdings.....	30	30,000	5,051	
National Union Fire Insurance Company of Pittsburgh, PA.....	2,000	2,000,000	336,701	
Navigator Offshore Fund, Ltd.	7,655	7,655,000	1,288,721	
Navigator Partners L.P.	1,345	1,345,000	226,432	
New Orleans Firefighters Pension/Relief Fund.....	113	113,000	19,024	
New York Life Insurance Company (Ordinary Life Post 1982 AC 1).....	2,040	2,040,000	343,435	
New York Life Insurance Company (Ordinary Life Post 1982 AC 2).....	4,815	4,815,000	810,607	
New York Life Insurance Company (Separate Account #7).....	285	285,000	47,980	

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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)	SHARE COMM STOCK PRIOR T OFFER
NSMD.....	300	300,000	50,506	
Occidental Petroleum Corporation.....	214	214,000	36,027	
Ohio Bureau of Workers Compensation.....	150	150,000	25,253	
Ondeo Nalco.....	155	155,000	26,095	
Oppenheimer Convertible Securities Fund.....	5,000	5,000,000	841,751	
Paloma Securities L.L.C.	6,750	6,750,000	1,136,364	
Park Avenue Life Insurance Co.	50	50,000	8,418	
Parker Key/Convertible.....	285	285,000	47,980	
Parsimony Limited.....	3,000	3,000,000	505,051	
Penn Treaty Network America Insurance Company.....	700	700,000	117,846	
Peoples Benefit Life Insurance Company (Teamsters Separate Account).....	3,350	3,350,000	563,974	
Policeman and Firemen Retirement System of the City of Detroit.....	513	513,000	86,364	
Port Authority of Allegheny County Retirement and Disability Allowance Plan for Employees Represented by Local 85 of the Amalgamated Transit Union(5).....	2,470	2,470,000	415,825	
Potlatch.....	760	760,000	127,947	
Prisma Foundation(5).....	110	110,000	18,519	
Pro-Mutual.....	613	613,000	103,199	
Prudential Insurance Company of America.....	3,835	3,835,000	645,624	
Prudential Property and Casualty Insurance Company.....	260	260,000	43,772	
Prudential Property and Casualty Insurance Company of New Jersey.....	195	195,000	32,829	
Purchase Associates, L.P.	3,687	3,687,000	620,708	
Quattro Fund Ltd.	1,000	1,000,000	168,351	
R(2) Investments, LDC.....	75,000	75,000,000	12,626,265	
Raytheon Master Pension Trust.....	206	206,000	34,681	
Retail Clerks Pension Trust.....	1,600	1,600,000	269,361	
RJR Reynolds.....	85	85,000	14,310	
Robertson Stephens, Inc.	20,000	20,000,000	3,367,004	
Sagamore Hill Hub Fund, Ltd.	14,750	14,750,000	2,483,166	
Sage Capital.....	2,000	2,000,000	336,701	
Salme Walton.....	10	10,000	1684	
Salomon Smith Barney Inc.	25,790	25,790,000	4,341,752	
San Diego County Employee Retirement Association.....	2,050	2,050,000	345,118	
SBL Fund -- Series O -- (Equity Income Series).....	110	110,000	18,519	17
SCI Endowment Care Common Trust Fund -- First Union(5).....	75	75,000	12,627	

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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 OF COMMON STOCK PRIOR TO OFFER
SCI Endowment Care Common Trust Fund -- National Fiduciary Services(5).....	335	335,000	56,398	
SCI Endowment Care Common Trust Fund -- Suntrust(5).....	140	140,000	23,570	
Seasons Series Trust -- Large-Cap Portfolio.....	12	12,000	2,021	2
SEI Private Trust Company.....	1,085	1,085,000	182,670	3,72
SG Cowen Securities Corporation.....	41,365	41,365,000	6,963,807	
SG Hambros Trust Company (Jersey) as Trustee of the Lyxor Master Fund.....	475	475,000	79,967	
Shell Pension Trust.....	504	504,000	84,849	
Silverado Arbitrage Trading, LTD.....	1,025	1,025,000	172,559	
South Dakota Retirement System.....	500	500,000	84,176	
Southdown Pension Plan(5).....	235	235,000	39,563	
Southern Farm Bureau Life Insurance.....	425	425,000	71,549	
Spear, Leads & Kellogg L.P.	1,000	1,000,000	168,351	
SPT.....	2,850	2,850,000	479,799	
St. Albans Partners Ltd.	3,350	3,350,000	563,974	
Starvest Combined Portfolio.....	650	650,000	109,428	
Starvest Managed Portfolio.....	35	35,000	5,893	
State of Maryland Retirement Agency.....	2,636	2,636	443,772	
State of Mississippi Health Care Trust Fund.....	255	255,000	42,930	
State of Oregon/Equity.....	3,300	3,300,000	555,556	
State Street Bank Custodian for GE Pension Trust.....	4,200	4,200	707,071	
Sturgeon Limited.....	495	495,000	83,334	
Susquehanna Capital Group.....	3,500	3,500,000	589,226	
Sylvan (IMA) Ltd.	500	500,000	84,176	
Syngenta AG.....	175	175,000	29,462	
TD Securities (USA) Inc.....	12,000	12,000,000	2,020,203	
The GCG Trust -- Equity Income Series.....	210	210,000	35,354	42
The Class IC Company.....	2,090	2,090,000	351,852	
The Dow Chemical Company Employees' Retirement Plan(5).....	4,650	4,650,000	782,829	
The Fondren Foundation(5).....	140	140,000	23,570	
The Grable Foundation.....	99	99,000	16,667	
The New Economy Fund.....	17,100	17,100,000	2,878,789	
The Vantagepoint Funds -- Equity Income Fund.....	175	175,000	29,462	20
TQA Master Plus Fund Ltd.	1,250	1,250,000	210,438	
Travelers: Travelers Equity Income(6).....	800	800,000	134,681	
Tribeca Investments, L.L.C.	95,000	95,000,000	15,993,269	
T. Rowe Price Equity Income Fund, Inc.	6,228	6,228,000	1,048,486	11,00
T. Rowe Price Value Fund, Inc.	1,300	1,300,000	218,856	2,70
T. Rowe Price Equity Income Portfolio.....	435	435,000	73,233	86

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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) -----	SHARE COMM STOCK PRIOR T OFFER -----
T. Rowe Price Funds SICAB US Large-Cap Value Fund.....	35	35,000	5,893	
T. Rowe Price Institutional Large-Cap Value Fund.....	10	10,000	1,684	
Trustmark Insurance Company.....	285	285,000	47,980	
UBS AG, London Branch.....	108,025	108,025,000	18,186,031	
UBS O'Connor LLC f/b/o UBS Global Convertible Portfolio.....	1,000	1,000,000	168,351	
UBS O'Connor LLC f/b/o UBS Global Equity Arbitrage Fund Master Ltd.	26,000	26,000,000	4,377,106	
UBS Warburg L.L.C.	16,577	16,577,000	2,790,742	
Union Carbide Retirement Account (5).....	2,415	2,415,000	406,566	
United Food and Commercial Workers Local 1262 and Employers Pension Fund(5).....	1,085	1,085,000	182,660	
US Allianz Growth & Income Fund.....	22	22,000	3,704	2
Value Line Convertible Fund Inc.	250	250,000	42,088	
Value Realization Fund, L.P.	1,870	1,870,000	314,815	
Van Kampen Equity Income Fund.....	13,633	13,633,000	2,295,119	3,71
Van Kampen Growth & Income Fund.....	5,935	5,935,000	999,159	3,92
Van Kampen Harbor Fund.....	4,000	4,000,000	673,401	2
Van Kampen Life Investment Trust Growth & Income Portfolio.....	410	410,000	69,024	34
Variable Insurance Products Fund II: Contrafund Portfolio(6).....	14,500	14,500,000	2,441,078	91
Variable Insurance Products Fund III: Balanced Portfolio(6).....	100	100,000	16,836	
Variable Insurance Products Fund: Contrafund Portfolio(6).....	7,400	7,400,000	1,245,792	
Variable Insurance Products Fund: Equity Income Portfolio(6).....	5,660	5,660,000	952,863	
Variable Insurance Products Fund: Value Portfolio(6).....	25	25,000	4,209	
Victory Convertible Fund.....	790	790,000	132,997	
Vopac USA Inc., Retirement Plan (f.k.a. Van Waters & Rogers, Inc. Retirement Plan) (5).....	560	560,000	94,277	
White River Securities L.L.C.	10,000	10,000,000	1,683,502	
Whitebox Convertible Arbitrage Partners L.P.	7,000	7,000,000	1,178,452	
Wilmington Trust Company as owner and trustee for Forrestal Funding Master Trust.....	62,925	62,952,000	10,593,437	
Yield Strategies Fund I, L.P.	3,350	3,350,000	563,974	
Yield Strategies Fund II, L.P.	3,350	3,350,000	563,974	
Zazove Convertible Securities.....	520	520,000	87,543	
Zazove Hedged Convertible Fund L.P.	1,350	1,350,000	227,273	
Zazove Income Fund L.P.	1,350	1,350,000	227,273	
Zeneca Holdings Trust.....	255	255	42,930	

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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 OF COMMON STOCK PRIOR TO OFFERING
Zola Partners, L.P.	300	300,000	50,506	
Zurich Institutional Benchmarks Master Fund LTD c/o TQA Investors, LLC.....	640	640,000	107,745	
Zurich Institutional Benchmarks Master Fund Ltd.	1,050	1,050,000	176,768	
Zurich Master Hedge Fund.....	200	200,000	33,671	

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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.
 - (5) The selling securityholder has advised us as follows: CALAMOS Asset Management, Inc. acts as investment manager with respect to the selling securityholder and as such has shared voting and investment power with respect to the securities owned by the selling securityholder.
 - (6) The selling securityholder has advised us as follows: That it is either an investment company or a portfolio of an investment company registered under Section 8 of the Investment Company Act of 1940, as amended, or a private investment account advised by Fidelity Management & Research Company, which we refer to as FMR Co. FMR Co. is a Massachusetts corporation and an investment advisor registered under Section 203 of the Investment Advisers Act of 1940, as amended, and provides investment advisory services to the selling securityholder, and to other registered investment companies and to certain other funds which are generally offered to a limited group of investors. FMR Co. is a wholly owned subsidiary of FMR Corp., a Massachusetts corporation.

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(7) Securities indicated as owned by this selling securityholder represent in aggregate less than 1% of the securities offered and are owned directly by private investment accounts, primarily employee benefit plans for which this selling securityholder serves as trustee or managing agent. This selling securityholder is a wholly owned subsidiary of FMR Corp. and a bank as defined in Section 3(a)(6) of the Exchange Act.

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 August 27, 2002, the closing sale price of our common stock was \$1.89 per share.

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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 August 28, 2002

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