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LUCENT TECHNOLOGIES INC

Form 424B3

March 29, 2002

PROSPECTUS SUPPLEMENT
(TO PROSPECTUS DATED JANUARY 8, 2002)

FILED PURSUANT TO RULE 424(B)(3)
REGISTRATION NO. 333-72282

[LUCENT 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 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) -----	SHARE COM STOCK -----
Allete, Inc.	500	500,000	6
Allstate Insurance Company.....	1,200	1,200,000	16
Allstate Life Insurance Company.....	550	550,000	7
Banc of America Securities LLC(5).....	2,850	2,850,000	38
BNP Paribas Equity Strategies, SNC(5).....	3,451	3,451,000	46
Charitable Convertible Securities Fund.....	1,100	1,100,000	14
Chilton New Era Partners, L.P.	6,699	6,699,000	89
Chilton New Era International, L.P.	11,853	11,853,000	1,58
Chilton Investment Partners, L.P.	5,809	5,809,000	77
Chilton QP Investment Partners, L.P.	4,991	4,991,000	66
Chilton International, L.P.	19,473	19,473,000	2,60
COOPERNEFF Convertible Strategies Fund, L.P.(5)	1,086	1,086,000	14
Concordia Partners LP.....	15,500	15,500,000	2,07
EB Convertible Securities Fund.....	1,100	1,100,000	14
Fidelity Advisor Series I: Fidelity Advisor Equity Value Fund(5)(6).....	32	32,000	
Fidelity Financial Trust: Fidelity Convertible Securities			

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Trust (6).....	2,000	2,000,000	26
Fidelity Financial Trust: Fidelity Equity-Income II Fund(5) (6).....	4,623	4,623,000	61
Field Foundation of Illinois.....	50	50,000	
Franklin World Telecom Fund-Canada.....	100	100,000	1
GDO Equity Arbitrage Master Fund.....	5,000	5,000,000	66
GenCorp Foundation.....	35	35,000	
Goldman Sachs and Company.....	379	379,000	5
Health Foundation of Greater Cincinnati.....	180	180,000	2
Jeffries & Company, Inc.....	6,000	6,000,000	80
JMG Triton Offshore Fund, Ltd. (5).....	2,500	2,500,000	33
JP Morgan Securities Inc.(5)	39,820	39,820,000	5,32
Key Trust Convertible Securities Fund.....	180	180,000	2
Merrill Lynch Pierce Fenner & Smith Inc.	284	284,000	3
Parker Key/Convertible.....	285	285,000	3
Potlatch.....	760	760,000	10
Prudential Property and Casualty Insurance Company.....	260	260,000	3

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SELLING SECURITYHOLDER(1) -----	SHARES OF PREFERRED STOCK (2) -----	PRINCIPAL AMOUNT OF CONVERTIBLE SUBORDINATED DEBENTURES (2) (3) -----	SHARE COM STOC -----
Prudential Insurance Company of America.....	3,835	3,835,000	51
Prudential Property and Casualty Insurance Company of New Jersey.....	195	195,000	2
Sage Capital.....	2,000	2,000,000	26
SG Hambros Trust Company (Jersey) as Trustee of the Lyxor Master Fund.....	475	475,000	6
Sturgeon Limited (5).....	463	463,000	6
UBS AG, London Branch(5).....	64,923	64,923,000	8,67
Variable Insurance Products Fund: Value Portfolio(5) (6)....	5	5,000	
Victory Convertible Fund.....	790	790,000	10
Other selling securityholders(1).....	9,386	9,386,000	1,25

(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

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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.
- (6) The selling securityholder 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, or 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.

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 March 28, 2002, the closing sale price of our common stock was \$4.73 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 March 29, 2002