

AGERE SYSTEMS INC

Form 3

October 31, 2005

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â Pennington Kevin P

(Last)

(First)

(Middle)

1110 AMERICAN PARKWAY
NE

(Street)

ALLENTOWN,Â PAÂ 18109

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

10/20/2005

3. Issuer Name **and** Ticker or Trading Symbol
AGERE SYSTEMS INC [AGR]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other
(give title below) (specify below)

EVP, HR&RE

6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

2,466

D

Â

Common Stock

10,685

I

by 401(k) plan

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative
Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of5. Ownership
Form of
Derivative6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Options (Right to buy)	11/01/2003 ⁽¹⁾	10/31/2009	Common Stock	50,000	\$ 9.95	D	Â
Stock Options (Right to buy)	12/01/2005 ⁽²⁾	11/30/2011	Common Stock	60,000	\$ 13.8	D	Â
Stock Options (Right to buy)	12/01/2004 ⁽³⁾	11/30/2010	Common Stock	60,000	\$ 35.45	D	Â
Stock Options (Right to buy)	08/01/2002 ⁽⁴⁾	07/31/2008	Common Stock	14,000	\$ 55.95	D	Â
Stock Options (Right to buy)	08/01/2002 ⁽⁴⁾	07/31/2008	Common Stock	14,000	\$ 55.95	D	Â
Stock Options (Right to buy)	03/27/2002 ⁽⁵⁾	03/26/2008	Common Stock	40,000	\$ 60	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pennington Kevin P 1110 AMERICAN PARKWAY NE ALLEN TOWN, PA 18109	Â	Â	Â EVP, HR&RE	Â

Signatures

Kevin P.
Pennington

10/31/2005

 Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) 1/4 of this option vests on November 1, 2003; 1/48th of this option vests monthly for the remaining three years of the vesting period.
- (2) 1/4 of this option vests on December 1, 2005; 1/48th of this option vests monthly for the remaining three years of the vesting period.
- (3) 1/4 of this option vests on December 1, 2004; 1/48th of this option vests monthly for the remaining three years of the vesting period.
- (4) 1/4 of this option vests on August 1, 2002; 1/48th of this option vests monthly for the remaining three years of the vesting period.
- (5) 1/4 of this option vests on March 27, 2002; 1/48th of this option vests monthly for the remaining three years of the vesting period.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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