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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 BY PRIOR OFFEROR |
|--|-------------------------------|---|----------------------------|---|
| 1976 Distribution Trust FBO A.R. Lauder/<br>Zinterhofer.....   | 7                             | \$ 7,000  | 936                        |   |
| 1976 Distribution Trust FBO Jane A. Lauder...<br>2000 Revocable Trust FBO A.R. Lauder/<br>Zinterhofer..... | 13                            | 13,000  | 1,738                      |   |
| ACM Research Fund.....   | 1,730                         | 1,730,000   | 231,284                    |   |
| Advent Convertible Master Caymen L.P.....  | 3,686                         | 3,686,000   | 492,781                    |   |
| Allentown City Firefighters Pension Plan.....<br>Allentown City Officers & Employees Pension<br>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 OF COMMON STOCK OWNED BY PRIOR THIS OFFER |
|--|-------------------------------|---|----------------------------|--|
| 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<br>PREFERRED<br>STOCK (2) | PRINCIPAL AMOUNT<br>OF CONVERTIBLE<br>SUBORDINATED<br>DEBENTURES (2) (3) | SHARES OF<br>COMMON<br>STOCK (4) | SHARES<br>COMMO<br>STOC<br>OWNE<br>PRIOR<br>THIS<br>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<br>Portfolio.....        | 1,000                               | 1,000,000  | 133,690                          |   |
| UBS O'Connor LLC f/b/o UBS Global Equity<br>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 &<br>Income Portfolio.....     | 410                                 | 410,000  | 54,813                           | 347,  |
| Whitebox Convertible Arbitrage Partners<br>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