

Stroh Ruediger  
Form 4  
April 04, 2007

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See* Instruction  
1(b).

**STATEMENT OF CHANGES IN 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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Stroh Ruediger

(Last) (First) (Middle)

250 HOLGER WAY

(Street)

SAN JOSE, CA 95134

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
AGERE SYSTEMS INC [AGR]

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/02/2007

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

EVP-GM, Storage

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/02/2007		D	136 <sup>(1)</sup> D \$ 0 0		D	
Common Stock	04/02/2007		D	118 <sup>(2)</sup> D \$ 0 0		I	by 401(k) plan

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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number.**

SEC 1474  
(9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Shares
Restricted Stock Unit	\$ 1 <sup>(3)</sup>	04/02/2007		D		100,000		12/01/2009 <sup>(5)</sup>	12/01/2009	Common Stock	100,000
Restricted Stock Unit	\$ 1 <sup>(3)</sup>	04/02/2007		D		28,000		12/01/2010 <sup>(6)</sup>	12/01/2010	Common Stock	28,000
Stock Options (Right to buy)	\$ 13.315	04/02/2007		D		200,000		12/01/2006 <sup>(8)</sup>	11/30/2012	Common Stock	200,000
Stock Options (Right to buy)	\$ 19.64	04/02/2007		D		57,000		12/01/2007 <sup>(9)</sup>	11/30/2013	Common Stock	57,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Stroh Ruediger 250 HOLGER WAY SAN JOSE, CA 95134	EVP-GM, Storage

## Signatures

Jonathan Gilbert,  
Attorney-in-Fact 04/04/2007

\_\_Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(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).

(7) Pursuant to the terms of a merger agreement among LSI Logic Corporation, Atlas Acquisition Corp. and Agere Systems Inc., each option to purchase Agere stock was converted into an option to purchase LSI stock.

(8) 1/4 of this option became exercisable on the date shown; 1/48th of this option becomes exercisable monthly thereafter.

(6) These restricted stock units will vest on December 1, 2010, but only if the company meets an earnings per share growth test.

(4)

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Pursuant to the terms of a merger agreement among LSI Logic Corporation, Atlas Acquisition Corp. and Agere Systems Inc., each Agere RSU award was converted into an LSI RSU award.

- (9) 1/4 of this option becomes exercisable on the date shown; 1/48th of this option becomes exercisable monthly thereafter.

Pursuant to the terms of a merger agreement among LSI Logic Corporation, Atlas Acquisition Corp. and Agere Systems Inc., shares of

- (1) Agere common stock were converted into shares of LSI common stock having a value of \$10.44 per share at the effective time of the merger.

- (3) Each restricted stock unit represents the right to receive one share of common stock if and when the restricted stock unit vests.

Pursuant to the terms of a merger agreement among LSI Logic Corporation, Atlas Acquisition Corp. and Agere Systems Inc., shares of

- (2) Agere common stock were converted into shares of LSI common stock having a value of \$10.44 per share at the effective time of the merger. The number of securities shown includes securities acquired in transactions exempt from and not required to be reported under Section 16.

- (5) These restricted stock units vest on December 1, 2009, but only if total stockholder return for Agere exceeds the market capitalization weighted total stockholder return of a peer group.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.