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RESTATEMENT OF CONSOLIDATED FINANCIAL INFORMATION

Included under Item 7 of this Report on Form 8-K is restated Management's Discussion and Analysis of Results of Operations and Financial Condition and the consolidated financial statements giving retroactive effect to Lucent's new segment structure, at September 30, 2001 and 2000 and for each of the years ended September 30, 2001 and 2000. Comparable segment information for fiscal year 1999 is not available and impracticable to obtain since it would require significant costs to develop and involve significant estimates. The restated consolidated financial statements of Lucent supercede the consolidated financial statements included in Lucent's Annual Report on Form 10-K for the year ended September 30, 2001, filed on December 28, 2001. No attempt has been made to update our disclosures for events subsequent to the initial filing date of December 28, 2001, except as otherwise explicitly noted.

This Form 8-K should be read in conjunction with Lucent's other public filings with the Securities and Exchange Commission, including Lucent's Form 10-Q/A for the quarterly period ended March 31, 2002, filed on May 15, 2002.

ADJUSTMENT TO CONVERSION PRICES OF PREFERRED STOCK AND PREFERRED SECURITIES

As a result of the distribution on June 1, 2002 by the registrant to its common shareholders of Class A and Class B common stock of Agere Systems Inc., the conversion prices for the registrant's 8% redeemable convertible preferred stock ("preferred stock") and the 7.75% convertible trust preferred securities ("trust preferred securities") issued by the registrant's subsidiary, Lucent Technologies Capital Trust I, have been adjusted. Each share of preferred stock is now convertible into 168.3502 shares of the registrant's common stock, based upon a conversion price of \$5.94 per share (the initial conversion rate was 133.6898 based upon a conversion price of \$7.48 per share). Each trust preferred security is now convertible into 206.6116 shares of the registrant's common stock, based upon a conversion price of \$4.84 per share (the initial conversion rate was 163.9344 based upon a conversion price of \$6.10 per share). The conversion prices for the preferred stock and the trust preferred securities remain subject to adjustments for specified events.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

- (a) Not applicable
- (b) Not applicable
- (c) The following exhibits are included with this Report:

Exhibit 23 -- Consent of PricewaterhouseCoopers LLP
Exhibit 99.1 -- Restated consolidated financial information as of
September 30, 2001 and 2000 and for the years ended
September 30, 2001, 2000 and 1999

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

LUCENT TECHNOLOGIES INC.

By: /s/ JOHN A. KRITZMACHER

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JOHN A. KRITZMACHER
SENIOR VICE PRESIDENT AND CORPORATE
CONTROLLER

June 17, 2002

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