Regimbal Denis P
Form 4
April 04, 2007

FORM 4

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

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Regimbal Denis P

(Last) (First) (Middle)

1110 AMERICAN PARKWAY NE

(Street)

ALLENTOWN, PA 18109

(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 below) _____ Other (specify below)
EVP-GM Mobility

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/02/2007		D		5,194 (1)	D	$ 0	0	D	
Common Stock	04/02/2007		D		2,511 (1)	D	$ 0	0	I	by 401(k) plan

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

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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 Amou Underlying Securi (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Restricted Stock Unit	$ 1 (2)	04/02/2007		D			50,000	12/01/2007	12/01/2007	Common Stock	50
Restricted Stock Unit	$ 1 (2)	04/02/2007		D			28,000	12/01/2010(4)	12/01/2010	Common Stock	28
Restricted Stock Unit	$ 1 (2)	04/02/2007		D			25,000	12/01/2009(5)	12/01/2009	Common Stock	25
Stock Options (Right to buy)	$ 9.95	04/02/2007		D			27,500	11/01/2003(7)	10/31/2009	Common Stock	27
Stock Options (Right to buy)	$ 12	04/02/2007		D			10,000	08/02/2005(8)	08/01/2011	Common Stock	10
Stock Options (Right to buy)	$ 13.315	04/02/2007		D			115,000	12/01/2006(8)	11/30/2012	Common Stock	115
Stock Options (Right to buy)	$ 13.8	04/02/2007		D			60,000	12/01/2005(8)	11/30/2011	Common Stock	60
Stock Options (Right to buy)	$ 19.64	04/02/2007		D			57,000	12/01/2007(9)	11/30/2013	Common Stock	57
Stock Options (Right to buy)	$ 35.45	04/02/2007		D			22,500	12/01/2004(8)	11/30/2010	Common Stock	22
Stock Options (Right to buy)	$ 51.45	04/02/2007		D			8,500	09/04/2002(7)	09/03/2008	Common Stock	8,

Stock Options (Right to buy)	$ 55.95	04/02/2007	D	2,975	08/01/2002(7)	07/31/2008	Common Stock	2,
Stock Options (Right to buy)	$ 55.95	04/02/2007	D	2,975	08/01/2002(7)	07/31/2008	Common Stock	2,
Stock Options (Right to buy)	$ 55.95	04/02/2007	D	1,806	08/01/2002(7)	07/31/2008	Common Stock	1,
Stock Options (Right to buy)	$ 60	04/02/2007	D	8,500	03/27/2002(7)	03/26/2008	Common Stock	8,
Stock Options (Right to buy)	$ 131.547	04/02/2007	D	1,807	10/19/2005(7)	09/01/2007	Common Stock	1,
Stock Options (Right to buy)	$ 219.936	04/02/2007	D	752	10/19/2005(7)	09/30/2008	Common Stock	7
Stock Options (Right to buy)	$ 247.947	04/02/2007	D	30	10/19/2005(7)	08/31/2008	Common Stock	3
Stock Options (Right to buy)	$ 247.947	04/02/2007	D	30	10/19/2005(7)	08/31/2008	Common Stock	3
Stock Options (Right to buy)	$ 251.164	04/02/2007	D	903	10/19/2005(7)	04/30/2008	Common Stock	9
Stock Options (Right to buy)	$ 350.031	04/02/2007	D	752	10/19/2005(7)	02/15/2010	Common Stock	7
Stock Options (Right to buy)	$ 391.944	04/02/2007	D	602	10/19/2005(7)	05/31/2010	Common Stock	6
	$ 391.944	04/02/2007	D	301	10/19/2005(7)	05/02/2009		3

Stock Options (Right to buy)								Common Stock	
Stock Options (Right to buy)	$ 420.369	04/02/2007		D	301	10/19/2005[(7)]	09/30/2009	Common Stock	3
Stock Options (Right to buy)	$ 420.577	04/02/2007		D	602	10/19/2005[(7)]	04/30/2010	Common Stock	6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Regimbal Denis P 1110 AMERICAN PARKWAY NE ALLENTOWN, PA 18109			EVP-GM Mobility	

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) All of this option is currently exercisable.

(6) 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.

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

(3) 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.

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

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

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