

AGERE SYSTEMS INC

Form 4

November 01, 2006

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CLEMMER RICHARD L

(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)
10/30/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President and CEO

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 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	10/30/2006 ⁽¹⁾		M	25,000 A	\$ 16.28	26,027 D	
Common Stock	10/30/2006 ⁽¹⁾		F	7,380 D	\$ 16.28	18,647 D	
Common Stock					472 ⁽²⁾	I	401(k) plan

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control**

SEC 1474
(9-02)

number.

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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 1 ⁽³⁾	10/30/2006 ⁽¹⁾		M		25,000		10/30/2006 ⁽⁴⁾	10/30/2009	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CLEMMER RICHARD L 1110 AMERICAN PARKWAY NE ALLENTOWN, PA 18109	X President and CEO

Signatures

Richard L
Clemmer 10/31/2006

__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).

25,000 of these restricted stock units vest on October 30 in each of 2006, 2007, 2008 and 2009. 150,000 additional restricted stock units vest on October 30, 2009, but only if total stockholder return for Agere exceeds the market capitalization weighted total stockholder return of a peer group.

(2) Includes securities acquired in transactions exempt from and not required to be reported under Section 16.

(1) These transactions represent the vesting of a restricted stock unit award and the withholding by Agere of shares to pay taxes. The timing of these transactions was determined by the terms of my restricted stock unit award and was not within my control.

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

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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