

AGERE SYSTEMS INC
Form 3
October 31, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Regimbal Denis P		(Month/Day/Year)	AGERE SYSTEMS INC [AGR]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		10/20/2005		
1110 AMERICAN PARKWAY			(Check all applicable)	
NE			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(Street)			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			EVP-GM, Telecom	
ALLENTOWN, Â PA Â	18109		6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	3,194	D	Â
Common Stock	1,541	I	by 401(k) plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Options (Right to buy)	11/01/2003 ⁽¹⁾	10/31/2009	Common Stock	27,500	\$ 9.95	D	Â
Stock Options (Right to buy)	08/02/2005 ⁽²⁾	08/01/2011	Common Stock	10,000	\$ 12	D	Â
Stock Options (Right to buy)	12/01/2005 ⁽³⁾	11/30/2011	Common Stock	60,000	\$ 13.8	D	Â
Stock Options (Right to buy)	12/01/2004 ⁽⁴⁾	11/30/2010	Common Stock	22,500	\$ 35.45	D	Â
Stock Options (Right to buy)	09/04/2002 ⁽⁵⁾	09/03/2008	Common Stock	8,500	\$ 51.45	D	Â
Stock Options (Right to buy)	08/01/2002 ⁽⁶⁾	07/31/2008	Common Stock	2,975	\$ 55.95	D	Â
Stock Options (Right to buy)	08/01/2002 ⁽⁶⁾	07/31/2008	Common Stock	2,975	\$ 55.95	D	Â
Stock Options (Right to buy)	08/01/2002 ⁽⁶⁾	07/31/2008	Common Stock	1,806	\$ 55.95	D	Â
Stock Options (Right to buy)	03/27/2002 ⁽⁷⁾	03/26/2008	Common Stock	8,500	\$ 60	D	Â
Stock Options (Right to buy)	10/19/2005 ⁽⁸⁾	09/30/2006	Common Stock	60	\$ 73.969	D	Â
Stock Options (Right to buy)	10/19/2005 ⁽⁸⁾	09/01/2007	Common Stock	1,807	\$ 131.547	D	Â
Stock Options (Right to buy)	10/19/2005 ⁽⁸⁾	09/30/2008	Common Stock	752	\$ 219.936	D	Â
Stock Options (Right to buy)	10/19/2005 ⁽⁸⁾	08/31/2008	Common Stock	30	\$ 247.947	D	Â
Stock Options (Right to buy)	10/19/2005 ⁽⁸⁾	08/31/2008	Common Stock	30	\$ 247.947	D	Â
Stock Options (Right to buy)	10/19/2005 ⁽⁸⁾	04/30/2008	Common Stock	903	\$ 251.164	D	Â
Stock Options (Right to buy)	10/19/2005 ⁽⁸⁾	02/15/2010	Common Stock	752	\$ 350.031	D	Â
Stock Options (Right to buy)	10/19/2005 ⁽⁸⁾	05/02/2009	Common Stock	301	\$ 391.944	D	Â
Stock Options (Right to buy)	10/19/2005 ⁽⁸⁾	05/31/2010	Common Stock	602	\$ 391.944	D	Â
	10/19/2005 ⁽⁸⁾	09/30/2009		301	\$ 420.369	D	Â

Stock Options (Right to buy)			Common Stock				
Stock Options (Right to buy)	10/19/2005 ⁽⁸⁾	04/30/2010	Common Stock	602	\$ 420.577	D	Â

Reporting Owners

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

Signatures

Denis P. 10/31/2005
Regimbal

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) 1/4 of this option vests on November 1, 2003; 1/48th of this option vests monthly for the remaining three years of the vesting period.
- (2) 1/4 of this option vests on August 2, 2005; 1/48th of this option vests monthly for the remaining three years of the vesting period.
- (3) 1/4 of this option vests on December 1, 2005; 1/48th of this option vests monthly for the remaining three years of the vesting period.
- (4) 1/4 of this option vests on December 1, 2004; 1/48th of this option vests monthly for the remaining three years of the vesting period.
- (5) 1/4 of this option vests on September 4, 2002; 1/48th of this option vests monthly for the remaining three years of the vesting period.
- (6) 1/4 of this option vests on August 1, 2002; 1/48th of this option vests monthly for the remaining three years of the vesting period.
- (7) 1/4 of this option vests on March 27, 2002; 1/48th of this option vests monthly for the remaining three years of the vesting period.
- (8) This option was fully vested as of this date.

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.