

AGERE SYSTEMS INC
Form 15-12B
April 02, 2007
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION

UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR

SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d)

OF THE SECURITIES EXCHANGE ACT OF 1934.

Commission File Number

001-16397

AGERE SYSTEMS INC.

(Exact name of registrant as specified in its charter)

1110 American Parkway N.E.
Allentown, Pennsylvania 18109
(610) 712-1000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Common Stock, par value \$0.01 per share
6.5% Convertible Subordinated Notes due 2009
(Title of each class of securities covered by this Form)

None
(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

| | | | |
|----------------------|-------------------------------------|----------------------|-------------------------------------|
| Rule 12g-4(a)(1)(i) | <input checked="" type="checkbox"/> | Rule 12h-3(b)(1)(i) | <input checked="" type="checkbox"/> |
| Rule 12g-4(a)(1)(ii) | <input type="checkbox"/> | Rule 12h-3(b)(1)(ii) | <input type="checkbox"/> |
| Rule 12g-4(a)(2)(i) | <input type="checkbox"/> | Rule 12h-3(b)(2)(i) | <input type="checkbox"/> |
| Rule 12g-4(a)(2)(ii) | <input type="checkbox"/> | Rule 12h-3(b)(2)(ii) | <input type="checkbox"/> |
| | | Rule 15d-6 | <input type="checkbox"/> |

Approximate number of holders of record as of the certification or notice date:

Common Stock, par value \$0.01 per share 1
6.5% Convertible Subordinated Notes due 2009 1

Pursuant to the requirements of the Securities Exchange Act of 1934, Agere Systems Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

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Date: April 2, 2007

By: /s/ Jean F. Rankin

Name: Jean F. Rankin

Title: Executive Vice President, General Counsel & Secretary

Instruction: This form is required by Rules 12g-4, 12h-3 and 15d-6 of the General Rules and Regulations under the Securities Exchange Act of 1934. The registrant shall file with the Commission three copies of Form 15, one of which shall be manually signed. It may be signed by an officer of the registrant, by counsel or by any other duly authorized person. The name and title of the person signing the form shall be typed or printed under the signature.