

ALCATEL  
Form S-8  
October 28, 2005

**Table of Contents**

**As filed with the Securities and Exchange Commission on October 28, 2005**

Registration No. 333-

**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM S-8  
REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933**

**ALCATEL**

(Exact name of Registrant as specified in its Charter)

**Republic of France**  
(State or other jurisdiction of  
incorporation or organization)

**Not Applicable**  
(I.R.S. Employer Identification No.)

**54, rue la Boétie**  
**Paris, France**  
(Address of principal executive offices)

**75008**  
(Zip Code)

**CORPORATE STOCK OPTION PLAN**  
(Full title of the Plan)

**Steven Sherman**  
**Alcatel USA, Inc.**  
**3400 West Plano Parkway**  
**Plano, TX 75075**  
(Name and Address of Agent for Service)  
**(972) 519-3000**  
(Telephone number, including area code, of agent for service)

**Copies to:**  
**Lauren K. Boglivi, Esq.**  
**Proskauer Rose LLP**  
**1585 Broadway**  
**New York, New York 10036-8299**  
**(212) 969-3000**

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered(1)	Amount to be Registered	Proposed maximum	Proposed maximum	Amount
		offering price Per share(2)	aggregate offering price(2)	of registration fee(5)
Ordinary Shares, nominal value 2 of Alcatel	7,065,760	\$ 12.10(3)	\$ 85,495,696(3)	\$ 10,062.84(3)

Ordinary Shares, nominal value 2 of Alcatel	800,000	\$	12.84(4)	\$	10,272,000(4)	\$	1,209.01(4)
	7,865,760			\$	95,767,696	\$	11,271.85

- (1) The shares being registered hereby may be represented by the Registrant's American Depositary Shares.
- (2) Translated into dollars from euros based on the noon buying rate of 1.00 = \$1.21 on October 26, 2005.
- (3) Pursuant to Rule 457(h) under the Securities Act of 1933, as amended, the offering price (per share and in the aggregate) and the registration fee are based on the exercise price of the options granted to participants under the Corporate Stock Option Plan (the Plan), which is the U.S. dollar equivalent of 10.
- (4) Pursuant to Rule 457(h) under the Securities Act of 1933, as amended, the offering price (per share and in

the aggregate)  
and the  
registration fee  
are based on the  
price of securities  
of the same class  
on the fluctuating  
market calculated  
by the average of  
the high and low  
prices reported in  
the consolidated  
reporting system  
as of October 26,  
2005.

- (5) Pursuant to  
General  
Instruction E to  
Form S-8, a filing  
fee is only being  
paid with respect  
to the registration  
of additional  
shares of the  
Registrant under  
the Plan.  
Registration  
Statements on  
Form S-8  
(Registration  
No. 333-119746,  
Registration  
No. 333-13410  
and Registration  
No. 333-108755)  
have been  
previously filed  
for the existing  
shares under the  
Plan.
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**TABLE OF CONTENTS**

EXPLANATORY NOTE

PART I

PART II

Item 3. Incorporation of Documents by Reference.

Item 8. Exhibits.

SIGNATURES

POWER OF ATTORNEY

EXHIBIT INDEX

EX-5.1: OPINION OF MR. PASCAL DURAND-BARTHEZ

EX-23.2: CONSENT OF DELOITTE & ASSOCIES

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**Table of Contents**

**EXPLANATORY NOTE**

This Registration Statement is filed pursuant to General Instruction E to Form S-8. The contents of the Registration Statements on Form S-8 (Registration No. 333-119746, Registration No. 333-13410 and Registration No. 333-108755) previously filed for the existing shares under the Corporate Stock Option Plan (the Plan ) are incorporated herein by reference and made a part hereof.

1. Registration of Additional Ordinary Shares. On March 10, 2005, the board of directors of the Registrant approved a resolution to amend the Plan to increase the number of ordinary shares of the Registrant that may be granted to U.S. participants under the Plan by an additional 7,865,760. The shareholders of the Registrant had approved the Plan and an aggregate increase of up to 15% of the total number of shares comprising the Registrant's capital stock at a meeting held on April 18, 2002.

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

Information required by Part I to be contained in the Section 10(a) Prospectus is omitted from this registration statement in accordance with Rule 428 under the Securities Act of 1933, as amended, and the Note to Part I of Form S-8.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed with the Securities and Exchange Commission (the Commission ) by Alcatel, a *société anonyme* organized under the laws of France (the Registrant ), under Commission File No. 1-11130, are incorporated herein by reference and made a part hereof:

- (a) Annual Report on Form 20-F for the fiscal year ended December 31, 2004 filed on March 31, 2005;
  - (b) Report of Foreign Private Issuer on Form 6-K filed September 30, 2005;
  - (c) (i) The description of the Registrant's Shares and the American Depositary Shares contained in the Registration Statement on Form 8-A, as amended, filed by the Registrant with the Commission under the Securities Exchange Act of 1934, as amended (the Exchange Act ); and  
  
(ii) The Form 8-A incorporates by reference the description of the Shares and the American Depositary Shares under the headings Description of Share Capital and Description of American Depositary Receipts in the Registrant's Registration Statement on Form F-1 (Registration No. 33-47126), as originally filed by the Registrant with the Commission under the Securities Act of 1933, as amended, on April 10, 1992. Such description is amended and updated by the information set forth under the headings Description of Ordinary Shares and Description of ADSs included in the Registrant's Annual Report on Form 20-F for the fiscal year ended December 31, 2004, filed on March 31, 2005 and the Report of Foreign Private Issuer on Form 6-K filed with the Commission on September 27, 2005; and  
  
(iii) The description of the Registrant's shares contained in the Registration Statement on Form F-6 (Registration No. 333-103885) filed by the Registrant with the Commission under the Exchange Act on
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**Table of Contents**

March 18, 2003.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the effective date of this Registration Statement, prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered hereby have been sold or deregistering all securities then remaining unsold, shall be deemed to be incorporated by reference herein. Any statement contained herein or in any document incorporated or deemed incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed to constitute a part of this Registration Statement, except as so modified or superseded.

**Item 8. Exhibits.**

Unless otherwise indicated below as being incorporated by reference to another filing of the Registrant with the Commission, each of the following exhibits is filed herewith:

<b>Exhibit No.</b>	<b>Description of Document</b>
4.1	<i>Statuts</i> (Articles of Association and By-Laws) of the Registrant (English translation) (incorporated by reference to the Registrant's Report of Foreign Private Issuer on Form 6-K filed with the Commission on September 27, 2005).
4.2	Form of Amended and Restated Deposit Agreement, as further amended and restated as of March 19, 2003, among Alcatel, The Bank of New York, as Depositary, and the holders from time to time of the ADRs issued thereunder, including the form of ADR (incorporated by reference to Exhibit A to Alcatel's Registration Statement on Form F-6) (File No. 333-103885).
5.1	Opinion of Mr. Pascal Durand-Barthez, General Counsel, regarding validity of the Shares.
23.1	Consent of Mr. Pascal Durand-Barthez, General Counsel (included in the opinion filed as Exhibit 5.1).
23.2	Consent of Deloitte & Associés, independent registered public accounting firm.
24.1	Power of Attorney (included on signature page).

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**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Paris, France on October 28, 2005.

**ALCATEL**

By: /s/ Jean-Pascal Beaufret  
Name: Jean-Pascal Beaufret  
Its: Chief Financial Officer

**POWER OF ATTORNEY**

Each person whose signature appears below hereby constitutes and appoints Jean-Pascal Beaufret and Pascal Durand-Barthez, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, to execute in his name, place and stead, in any and all capacities, any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might, or could, do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on October 28, 2005 by the following persons in the capacities indicated.

<b><u>Signature</u></b>	<b><u>Title</u></b>
Serge Tchuruk /s/ Jean-Pascal Beaufret	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)
Jean-Pascal Beaufret /s/ Daniel Bernard	Chief Financial Officer (Principal Financial and Accounting Officer)
Daniel Bernard /s/ Philippe Bissara	Director
Philippe Bissara	Director

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**Table of Contents**

<b><u>Signature</u></b>	<b><u>Title</u></b>
/s/ Frank Blount	Director
Frank Blount	
/s/ Jozef Cornu	Director
Jozef Cornu	
/s/ Jean-Pierre Halbron	Director
Jean-Pierre Halbron	
/s/ David Johnston	Director
David Johnston	
/s/ Daniel Lebègue	Director
Daniel Lebègue	
/s/ Pierre-Louis Lions	Director
Pierre-Louis Lions	
/s/ Thierry de Loppinot	Director
Thierry de Loppinot	
/s/ Peter Mihatsch	Director
Peter Mihatsch	
/s/ Bruno Vaillant	Director
Bruno Vaillant	
/s/ Marc Viénot	Director
Marc Viénot	
/s/ Steven Sherman	Authorized Representative in the United States
Steven Sherman	

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**Table of Contents**

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