

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **1999-09-10** | Period of Report: **1999-08-31**
SEC Accession No. **0000317771-99-000084**

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SUBJECT COMPANY

TELLABS INC

CIK: **317771** | IRS No.: **363831568** | State of Incorpor.: **DE** | Fiscal Year End: **0101**
Type: **4** | Act: **34** | File No.: **000-09692** | Film No.: **99709169**
SIC: **3661** Telephone & telegraph apparatus

Mailing Address
4951 INDIANA AVE
LISLE IL 60532

Business Address
4951 INDIANA AVE
LISLE IL 60532
6303788800

REPORTING OWNER

COONEY CHARLES C

CIK: **1020427**
Type: **4**

Business Address
TELLABS OPERATIONS INC
4951 INDIANA AVENUE
LISLE IL 60532

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person
 Cooney, Charles C.

C/O TELLABS OPERATIONS, INC.
 4951 Indiana Avenue
 Lisle, IL 60532
 USA

2. Issuer Name and Ticker or Trading Symbol
 Tellabs, Inc.
 (TLAB)

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year
 08/99

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 () Director () 10% Owner (X) Officer (give title below) () Other
 (specify below)

Vice President, Tellabs Operations, Inc. (Subsidiary of Issuer)

7. Individual or Joint/Group Filing (Check Applicable Line)

(X) Form filed by One Reporting Person
 () Form filed by More than One Reporting Person

<TABLE>
 <CAPTION>

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month	6. Dir (D) or Indir (I)	7. Nature of Indirect Beneficial Ownership
Common Stock	08/16/99	S	21,500	\$63.875		
Common Stock	08/16/99	S	10,000	\$63.9375		
Common Stock	8/31/99	J (1)	160,000	\$62.50 (1)	I	By Trust
				624	I	(2)
				200	D	

<CAPTION>

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned at End of Month	10. Dir (D) or Indir (I)	11. Nature of Indirect Beneficial Ownership

</TABLE>

Explanation of Responses:

(1) The securities were exchanged for interest in a fund at a price equal to the closing price of the Issuer's shares on 09/03/99, the closing date of the fund, pursuant to an irrevocable election made by the reporting person on August 31, 1999.

(2) These shares are held for the benefit of the reporting person in the Tellabs Advantage Program.

SIGNATURE OF REPORTING PERSON

/s/ Charles C. Cooney