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August 2, 2002

RECEIVED  
OFFICE OF THE SECRETARY

AUG 5 2002

**VIA FEDERAL EXPRESS**

Mr. Jonathan Katz, Esq.  
Secretary  
Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549

Re: Tellabs, Inc. (File No. 0-9692)

Dear Mr. Katz:

Pursuant to the Order of the Securities and Exchange Commission requiring the filing of sworn statements pursuant to Section 21(a)(1) of the Securities and Exchange Act of 1934 (File No. 4-460), enclosed please find the sworn statements of the Chief Executive Officer and Chief Financial Officer of Tellabs, Inc.

Please acknowledge receipt of this letter and the sworn statements on the enclosed extra copies and return them in the self-addressed, stamped envelope supplied herewith.

If you have any questions or comments with regard to the enclosed sworn statements, please call me at (630) 798-3612.

Very Truly Yours,

A handwritten signature in cursive script that reads 'James A. Dite'.

James A. Dite  
Vice President and Controller

Enclosures

**Statement Under Oath of Principal Financial Officer  
Regarding Facts and Circumstances Relating to Exchange Act Filings**

I, Joan E. Ryan, state and attest that:

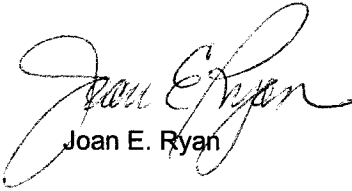
(1) To the best of my knowledge, based upon a review of the covered reports of Tellabs, Inc. and, except as corrected or supplemented in a subsequent covered report:

- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the Company's audit committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- Annual Report on Form 10-K of Tellabs, Inc. for the fiscal year ended December 28, 2001 and filed with the Commission on March 22, 2002;
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Tellabs, Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.

  
Joan E. Ryan

August 1, 2002

Subscribed and sworn to  
before me this 1st day of  
August 2002.

/s/ Mary T. McShane

Notary Public

My Commission Expires:

