

AGILENT TECHNOLOGIES INC
 Form 3
 February 11, 2005

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

OMB APPROVAL

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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 * Â Byrne Patrick J (Last) (First) (Middle) 395 PAGE MILL ROAD, MS A3-18 (Street) PALO ALTO, CA 94306 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 02/01/2005 | 3. Issuer Name and Ticker or Trading Symbol AGILENT TECHNOLOGIES INC [A] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Senior Vice President | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <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 | 7,150.72 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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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) Date Exercisable | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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| | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|---|--------------------------------------|------------------------------|----------------------------|
| Employee Stock Option (right to buy) ⁽¹⁾ | 02/12/2000 ⁽²⁾ 02/11/2009 | Common Stock 5,205 \$ 43.71 | D Â |
| Employee Stock Option (right to buy) ⁽¹⁾ | 07/19/2000 ⁽²⁾ 07/18/2009 | Common Stock 13,880 \$ 67.34 | D Â |
| Employee Stock Option (right to buy) ⁽³⁾ | 11/18/2000 ⁽²⁾ 11/17/2009 | Common Stock 13,585 \$ 30 | D Â |
| Employee Stock Option (right to buy) ⁽⁴⁾ | 12/22/2004 ⁽⁵⁾ 11/17/2009 | Common Stock 9,056 \$ 28.17 | D Â |
| Employee Stock Option (right to buy) ⁽⁴⁾ | 12/22/2004 ⁽⁵⁾ 11/17/2009 | Common Stock 26,666 \$ 28.17 | D Â |
| Employee Stock Option (right to buy) ⁽⁴⁾ | 12/22/2004 ⁽⁵⁾ 05/16/2010 | Common Stock 40 \$ 28.17 | D Â |
| Employee Stock Option (right to buy) ⁽⁴⁾ | 12/22/2004 ⁽⁵⁾ 09/27/2010 | Common Stock 7,500 \$ 28.17 | D Â |
| Employee Stock Option (right to buy) ⁽⁴⁾ | 12/22/2004 ⁽⁵⁾ 11/12/2010 | Common Stock 34,066 \$ 28.17 | D Â |
| Employee Stock Option (right to buy) ⁽³⁾ | 11/26/2002 ⁽⁶⁾ 11/25/2011 | Common Stock 60,000 \$ 25.67 | D Â |
| Employee Stock Option (right to buy) ⁽³⁾ | 11/19/2003 ⁽⁶⁾ 11/18/2012 | Common Stock 70,000 \$ 15.89 | D Â |
| Employee Stock Option (right to buy) ⁽³⁾ | 01/26/2005 ⁽⁶⁾ 01/25/2014 | Common Stock 75,000 \$ 33.53 | D Â |
| Employee Stock Option (right to buy) ⁽³⁾ | 01/24/2006 ⁽⁶⁾ 01/24/2015 | Common Stock 48,000 \$ 21.65 | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Byrne Patrick J 395 PAGE MILL ROAD, MS A3-18 PALO ALTO, CA 94306 | Â | Â | Â Senior Vice President | Â |

Signatures

By: Marie Oh Huber /
Attorney-in-fact 02/11/2005

 **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) Conversion from HP stock options to Agilent stock options as a result of the June 2, 2000 spin-off of Agilent Technologies, Inc. by Hewlett-Packard Company, in a transaction exempt from Rule 16b-3.
- (2) The option vested in 25% increments annually, beginning on the stated date exercisable. As of the date of this report, the option is fully exercisable.
- (3) Right to buy Agilent Technologies, Inc. common stock granted under the Agilent Technologies, Inc. 1999 Stock Plan complying with Rule 16b-3.
- (4) Right to buy Agilent Technologies, Inc. common stock received as part of the Option Exchange Program and granted under the Agilent Technologies, Inc. 1999 Stock Plan complying with Rule 16b-3.
- (5) The option vests in 50% increments on December 22, 2004 and December 22, 2005, respectively.
- (6) The option is exercisable in four equal annual installments beginning on the first anniversary of the date of the grant. The first vesting date is stated.

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.