

AGILENT TECHNOLOGIES INC
Form 4
June 05, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
SULLIVAN WILLIAM P

2. Issuer Name and Ticker or Trading Symbol
AGILENT TECHNOLOGIES INC
[A]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)

Director 10% Owner
 Officer (give title below) Other (specify below)

5301 STEVENS CREEK BLVD, MS 1A-LC

06/03/2008

President and CEO

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

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

SANTA CLARA, CA 95051

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | Price | |
| Common Stock | 06/03/2008 | | M | | 21,399 | \$ 28.57 | A 209,854 D |
| Common Stock | 06/03/2008 | | M | | 7,132 | \$ 28.57 | A 216,986 D |
| Common Stock | 06/03/2008 | | M | | 157,522 | \$ 28.57 | A 374,508 D |
| Common Stock | 06/03/2008 | | M | | 12,839 | \$ 28.57 | A 387,347 D |
| Common Stock | 06/03/2008 | | F | | 100 | \$ 36.72 | D 387,247 D |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|---------|---|
| Common Stock | 06/03/2008 | F | 400 | D | \$ 36.73 | 386,847 | D |
| Common Stock | 06/03/2008 | F | 300 | D | \$ 36.74 | 386,547 | D |
| Common Stock | 06/03/2008 | F | 200 | D | \$ 36.75 | 386,347 | D |
| Common Stock | 06/03/2008 | F | 600 | D | \$ 36.77 | 385,747 | D |
| Common Stock | 06/03/2008 | F | 100 | D | \$ 36.78 | 385,647 | D |
| Common Stock | 06/03/2008 | F | 2,800 | D | \$ 36.79 | 382,847 | D |
| Common Stock | 06/03/2008 | F | 17,700 | D | \$ 36.8 | 365,147 | D |
| Common Stock | 06/03/2008 | F | 5,800 | D | \$ 36.81 | 359,347 | D |
| Common Stock | 06/03/2008 | F | 5,500 | D | \$ 36.82 | 353,847 | D |
| Common Stock | 06/03/2008 | F | 22,295 | D | \$ 36.83 | 331,552 | D |
| Common Stock | 06/03/2008 | F | 12,500 | D | \$ 36.86 | 319,052 | D |
| Common Stock | 06/03/2008 | F | 15,146 | D | \$ 36.87 | 303,906 | D |
| Common Stock | 06/03/2008 | F | 4,200 | D | \$ 36.88 | 299,706 | D |
| Common Stock | 06/03/2008 | F | 12,900 | D | \$ 36.89 | 286,806 | D |
| Common Stock | 06/03/2008 | F | 4,600 | D | \$ 36.9 | 282,206 | D |
| Common Stock | 06/03/2008 | F | 5,700 | D | \$ 36.91 | 276,506 | D |
| Common Stock | 06/03/2008 | F | 1,000 | D | \$ 36.92 | 275,506 | D |
| Common Stock | 06/03/2008 | F | 1,600 | D | \$ 36.93 | 273,906 | D |
| Common Stock | 06/03/2008 | F | 1,400 | D | \$ 36.94 | 272,506 | D |
| Common Stock | 06/03/2008 | F | 300 | D | \$ 36.95 | 272,206 | D |
| | 06/03/2008 | F | 100 | D | | 272,106 | D |

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| | | | | | | | | |
|--------------|------------|--|---|--------|----------|----------|-----------|----------------|
| Common Stock | | | | | \$ 36.97 | | | |
| Common Stock | 06/03/2008 | | F | 100 | D | \$ 36.98 | 272,006 | D |
| Common Stock | 06/03/2008 | | F | 21,271 | D | \$ 37 | 250,735 | D |
| Common Stock | 06/03/2008 | | F | 4,200 | D | \$ 37.01 | 246,535 | D |
| Common Stock | | | | | | | 9,692,512 | I |
| | | | | | | | | By 401(k) Plan |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee Stock Option (Right to Buy) | \$ 28.57 | 06/03/2008 | | M | 21,399 | 11/19/2001 | 11/17/2009 | Common Stock | 21,399 |
| Employee Stock Option (Right to Buy) | \$ 28.57 | 06/03/2008 | | M | 7,132 | 11/20/2000 | 11/17/2009 | Common Stock | 7,132 |
| Employee Stock Option (Right to Buy) | \$ 28.57 | 06/03/2008 | | M | 157,522 | 11/18/2000 | 11/17/2009 | Common Stock | 157,522 |
| Employee Stock | \$ 28.57 | 06/03/2008 | | M | 12,839 | 11/17/2000 | 11/17/2009 | Common Stock | 12,839 |

Option
(Right to
Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SULLIVAN WILLIAM P 5301 STEVENS CREEK BLVD, MS 1A-LC SANTA CLARA, CA 95051 | X | | President and CEO | |

Signatures

/s/ Marie Oh Huber, attorney-in-fact for Mr.
Sullivan

06/05/2008

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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).

Remarks:

Form 1 of 2 since it exceeded 30 rows allowed on Table 1.

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.