#### AGILENT TECHNOLOGIES INC

Form 4

November 19, 2010

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**OMB APPROVAL** OMB

Check this box if no longer subject to

Washington, D.C. 20549

3235-0287 Number: January 31,

Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

2005 Estimated average burden hours per

Expires:

Form 5 obligations may continue. See Instruction

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

response...

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1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* HALLORAN JEAN

(First)

(Street)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

AGILENT TECHNOLOGIES INC

(Check all applicable)

[A]

(Last)

(Middle)

3. Date of Earliest Transaction

Director 10% Owner

(Month/Day/Year)

X\_ Officer (give title Other (specify

Senior Vice President

5301 STEVENS CREEK BLVD, MS 11/17/2010

1A-LC

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

below)

SANTA CLARA, CA 95051

(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. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	10/29/2010		Code V $J_{(1)}$ V		(D)	Price \$ 29.581	(Instr. 3 and 4) 77,383.761	D			
Common Stock	11/17/2010		A(2)	17,974	A	\$ 35.21	95,357.761	D			
Common Stock	11/17/2010		F	6,593	D	\$ 35.21	88,764.761	D			
Common Stock	11/17/2010		A(3)	10,000	A	\$ 0	98,764.761	D			
Common Stock	11/17/2010		F	145	D	\$ 35.21	98,619.761	D			

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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.

SEC 1474 (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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securition (Instr. 3 and 4)	
				Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (Right to Buy) (4)	\$ 35.21	11/17/2010		A	41,196	11/17/2011 <u>(5)</u>	11/16/2020	Common Stock	41,1

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HALLORAN JEAN 5301 STEVENS CREEK BLVD, MS 1A-LC SANTA CLARA, CA 95051

Senior Vice President

### **Signatures**

/s/ Stephen D. Williams, attorney-in-fact for Ms. Halloran

11/19/2010

\*\*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).
- (1) Shares acquired in an Employee Stock Purchase Plan under Section 423 of the Internal Revenue Code of 1986, as amended, in a transaction exempt under Rule 16b-3.
- (2) On November 17, 2010, 17,974 shares of common stock of Agilent Technologies, Inc. were awarded to the reporting person pursuant to the Agilent Technologies, Inc. Long-Term Performance Program.
- (3) Restricted Stock Units granted under the Agilent Technologies, Inc. 2009 Stock Plan, in compliance with Rule 16b-3. The restricted stock units vest in four equal annual installments beginning on November 17, 2011.

Reporting Owners 2

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- (4) Right to buy Agilent Technologies, Inc. common stock granted under the Agilent Technologies, Inc. 2009 Stock Plan, in compliance with Rule 16b-3.
- (5) The option is exercisable in four equal 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.