

AGILENT TECHNOLOGIES INC
Form 4
November 21, 2007

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

11/19/2007

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	11/19/2007		S	1,900	D	\$ 35.89	240,960 D
Common Stock	11/19/2007		S	1,200	D	\$ 35.88	239,760 D
Common Stock	11/19/2007		S	4,561	D	\$ 35.9	235,199 D
Common Stock	11/19/2007		S	200	D	\$ 35.905	234,999 D
Common Stock	11/19/2007		S	6,434	D	\$ 35.91	228,565 D

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Common Stock	11/19/2007	S	100	D	\$ 35.915	228,465	D	
Common Stock	11/19/2007	S	6,700	D	\$ 35.92	221,765	D	
Common Stock	11/19/2007	S	100	D	\$ 35.925	221,665	D	
Common Stock	11/19/2007	S	5,500	D	\$ 35.93	216,165	D	
Common Stock	11/19/2007	S	200	D	\$ 35.935	215,965	D	
Common Stock	11/19/2007	S	9,800	D	\$ 35.94	206,165	D	
Common Stock	11/19/2007	S	300	D	\$ 35.945	205,865	D	
Common Stock	11/19/2007	S	5,210	D	\$ 35.95	200,655	D	
Common Stock	11/19/2007	S	900	D	\$ 35.955	199,755	D	
Common Stock	11/19/2007	S	8,500	D	\$ 35.96	191,255	D	
Common Stock	11/19/2007	S	2,300	D	\$ 35.97	188,955	D	
Common Stock	11/19/2007	S	100	D	\$ 35.975	188,855	D	
Common Stock	11/19/2007	S	300	D	\$ 35.98	188,555	D	
Common Stock	11/19/2007	S	100	D	\$ 35.99	188,455	D	
Common Stock						9,689.403	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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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Derivative Security	Code	Disposed of (D)		Date Exercisable	Expiration Date	Title	Amount
		(A)	(D)				
Employee Stock Option (Right to Buy) ⁽¹⁾	A			11/19/2008 ⁽²⁾	11/18/2017	Common Stock	231,092
\$ 35.8							
11/19/2007							

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
11/21/2007

 **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) Right to buy Agilent Technologies, Inc. common stock granted under the Agilent Technologies, Inc. 1999 Stock Plan, in compliance with Rule 16b-3.
- (2) 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.