AGILENT TECHNOLOGIES INC

Form 4 June 05, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

Issuer

SULLIVAN WILLIAM P

Symbol AGILENT TECHNOLOGIES INC

(Check all applicable)

President and CEO

5. Relationship of Reporting Person(s) to

[A]

(Middle) (Last) (First)

(Street)

3. Date of Earliest Transaction

X Director X_ Officer (give title

10% Owner Other (specify

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

(Month/Day/Year)

5301 STEVENS CREEK BLVD, MS 06/03/2008

below)

1A-LC

4. If Amendment, Date Original

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

Filed(Month/Day/Year)

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

SANTA CLARA, CA 95051

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative S	ecurit	ies Acqui	red, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. Securitie omr Disposed (Instr. 3, 4	d of (L))	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)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	06/03/2008		M	21,399	A	\$ 28.57	209,854	D	
Common Stock	06/03/2008		M			\$ 28.57	216,986	D	
Common Stock	06/03/2008		M	157,522			374,508	D	
Common Stock	06/03/2008		M	12,839	A	\$ 28.57	387,347	D	
Common Stock	06/03/2008		F	100	D	\$ 36.72	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.

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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. Transactic Code (Instr. 8)	5. Number of or 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Employee Stock Option (Right to Buy)	\$ 28.57	06/03/2008		M		21,399	11/19/2001	11/17/2009	Common Stock	21,39
Employee Stock Option (Right to Buy)	\$ 28.57	06/03/2008		M		7,132	11/20/2000	11/17/2009	Common Stock	7,13
Employee Stock Option (Right to Buy)	\$ 28.57	06/03/2008		M		157,522	11/18/2000	11/17/2009	Common Stock	157,5
Employee Stock	\$ 28.57	06/03/2008		M		12,839	11/17/2000	11/17/2009	Common Stock	12,83

Option (Right to Buy)

Reporting Owners

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

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.

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