

AGILENT TECHNOLOGIES INC
Form 4
June 05, 2008

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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)
President and CEO

5301 STEVENS CREEK BLVD, MS
1A-LC

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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. 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

