## Edgar Filing: AGILENT TECHNOLOGIES INC - Form 4

#### AGILENT TECHNOLOGIES INC

Form 4

November 20, 2008

FORM	И Д							PPROVAL		
	Washington, D.C. 20549							3235-0287		
Check t if no lo	nger									
subject Section Form 4 Form 5	to STATEM 16. or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES  Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,						2005 average urs per . 0.5		
obligati may co	ons Section 170	(a) of the Public U		Compan	y Act	of 1935 or Secti				
Print or Type	e Responses)									
1. Name and CULLEN .	Address of Reporting JAMES	Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol AGILENT TECHNOLOGIES INC			5. Relationship of Reporting Person(s) to Issuer				
		AGILE [A]	ENT TECHNO	DLOGIES	INC	(Check all applicable)				
(Last)		(Month/	3. Date of Earliest Transaction (Month/Day/Year)			X Director 10% Owner Officer (give title below) Other (specify below)				
1A-LC	VENS CREEK BI	LVD, MS 11/18/2	2008							
			endment, Date Oonth/Day/Year)	riginal		6. Individual or Joint/Group Filing(Check Applicable Line)				
SANTA C	LARA, CA 95051					_X_ Form filed b	y One Reporting Poy y More than One R			
(City)	(State)	(Zip) Tak	ole I - Non-Deriv	ative Secur	rities A	cquired, Disposed	of, or Beneficia	lly Owned		
Instr. 3) any		Execution Date, if	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)  (A) or		) 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 Am	. ,	Price					
Reminder: Re	eport on a separate line	e for each class of sec	urities beneficial	ly owned di	rectly o	r indirectly.				

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amou 1. Title of Derivative Security Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date** Underlying Securi

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(Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr.	8)	Securities Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed (A) posed of		Year)	(Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Nun of S
Non-Employee Director Stock Option (right to buy) (1)	\$ 19	11/18/2008		A		11,312		(2)	11/17/2018	Common Stock	11,

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
coporting of the relative	Director	10% Owner	Officer	Other			
CULLEN JAMES 5301 STEVENS CREEK BLVD, MS 1A-LC	X						
SANTA CLARA, CA 95051							

# **Signatures**

/s/ Marie Oh Huber, Attorney-in-fact for Mr. Cullen

11/20/2008

\*\*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).
- (1) Right to buy Agilent Technologies, Inc. common stock granted under the Agilent Technologies, Inc. 1999 Non-Employee Director Stock Plan.
- The option becomes exercisable in four increments, of 25% each, and vests initially upon the annual stockholders meeting following the grant date. The second, third and fourth vesting date shall be the dates six months, nine months and one year, respectively, following the grant date. The option is forfeited if a non-employee director terminates service at or before the annual stockholders meeting following the grant date.

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.

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