AGILENT TECHNOLOGIES INC

Form 4

Common

Stock

November 20, 2008

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			2. Issuer Name and Ticker or Trading Symbol AGILENT TECHNOLOGIES INC [A]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 5301 STEV	(First) VENS CREEK BI	(Me	3. Date of Earliest Transaction (Month/Day/Year) 11/18/2008				Director 10% Owner Other (specify below) below) Sr VP, General Counsel & Sec.			
SANTA C		Amendment, Date Original (Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table I - Non-	Derivative S	Securi	ties Acqı	aired, Disposed of	, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Yo	Code	4. Securities oner Disposed (Instr. 3, 4	d of (E))	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)	
Common Stock	10/31/2008		Code V $J_{(1)}^{(1)}$ V	Amount 319.576	(D)	Price \$ 18.86		D		
Common Stock	11/19/2008		A(2)	15,940	A	\$ 19	53,516.4466	D		
Common Stock	11/19/2008		F	5,699	D	\$ 19	47,817.4466	D		
Common Stock							38	I	By First Daughter	

Custodian

For

38

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Second Daughter Common Custodian Ι 38 Stock For Son

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

(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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (Right to	\$ 19	11/18/2008		A	60,331	11/18/2009(4)	11/17/2018	Common Stock	60,3

Reporting Owners

Reporting Owner Name / Address 10% Owner Officer Other

NORDLUND D CRAIG 5301 STEVENS CREEK BLVD, MS 1A-LC SANTA CLARA, CA 95051

Sr VP, General Counsel & Sec.

Relationships

Signatures

Buy) (3)

/s/ Marie Oh Huber, attorney-in-fact for Mr. 11/20/2008 Nordlund

> **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).

Reporting Owners 2

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- (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.
- On November 18, 2008, 15,940 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) Right to buy Agilent Technologies, Inc. common stock granted under the Agilent Technologies, Inc. 1999 Stock Plan, in compliance with Rule 16b-3.
- (4) 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.