CLARK PAUL N Form 4 March 16, 2009

# FORM 4

#### **OMB APPROVAL**

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

Washington, D.C. 20549

January 31, Expires: 2005

**SECURITIES** 

Estimated average burden hours per response...

Form 5 obligations may continue. See Instruction

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

0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* CLARK PAUL N

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Symbol

AGILENT TECHNOLOGIES INC

Issuer

(Check all applicable)

[A]

(Middle)

(Zip)

(Last)

3. Date of Earliest Transaction

10% Owner

(Month/Day/Year)

X\_ Director Other (specify Officer (give title

5301 STEVENS CREEK BLVD, MS 03/12/2009 1A-LC

(Street)

(State)

(First)

4. If Amendment, Date Original Filed(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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SANTA CLARA, CA 95051

(City)

		Tuble 1 Tion Betty unite Securities required, Disposed on, or Beneficiary 6 when							
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if		4. Securities Acquired ction(A) or Disposed of (D)		5. Amount of Securities	6. Ownership	7. Nature of Indirect	
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)			Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned Following	(D) or Indirect (I)	Ownership (Instr. 4)
							Reported	(Instr. 4)	(111341. 4)
					(A)		Transaction(s)	,	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	03/12/2009		A(1)	5,081.3	A	\$ 13.81	19,865.57	D	
Common Stock	03/12/2009		A(2)	5,081.3	A	\$ 13.81	24,946.87	D	

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 (9-02)required to respond unless the form displays a currently valid OMB control number.

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# 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. Transa Code (Instr.	*		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Employee Director Stock Option (right to buy) (3)	\$ 19	12/19/2008		G	V		11,312	<u>(4)</u>	11/17/2018	Common Stock
Non-Employee Director Stock Option (right to buy) (3)	\$ 19	12/19/2008		G	V	11,312		<u>(4)</u>	11/17/2018	Common Stock

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
CLARK PAUL N 5301 STEVENS CREEK BLVD, MS 1A-LC SANTA CLARA, CA 95051	X					

## **Signatures**

/s/ Marie Oh Huber, Attorney-in-fact for Mr.
Clark
03/16/2009

\*\*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).
- Shares of the Company's common stock held in a deferral account pursuant to the Agilent Technologies, Inc. 2005 Deferred

  (1) Compensation Plan for Non-Employee Directors that vest quarterly in 25% increments, with the first date of vesting being the date of grant.
  - Shares of the Company's common stock held in a deferral account pursuant to the Agilent Technologies, Inc. 2005 Deferred
- (2) Compensation Plan for Non-Employee Directors that vest quarterly in 25% increments, with the first date of vesting three months from the date of grant.
- (3) Right to buy Agilent Technologies, Inc. common stock granted under the Agilent Technologies, Inc. 1999 Non-Employee Director Stock Plan.
- (4) 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

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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.