AGILENT TECHNOLOGIES INC

Form 4

December 23, 2010

FORM	ЛД									APPROVAL	
	Washington, D.C. 20549					OMB Number:	3235-0287				
	Check this box					Expires:	January 31,				
subject Section	if no longer subject to Section 16. Form 4 or STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Estimated average burden hours per response 0.5					
Form 5 obligatimay con See Inst	ons section 17	(a) of the l	Public U	Jtility H	olding Co	mpa	_	e Act of 1934, 1935 or Section	·		
(Print or Type	Responses)										
CULLEN JAMES Symbol							5. Relationship of Reporting Person(s) to Issuer				
AGIL [A]				ENT TECHNOLOGIES INC				(Check all applicable)			
				of Earliest Day/Year)	Transactio	n		X Director 10% Owner Other (specify below) below)			
5301 STEV 1A-LC	VENS CREEK BI	LVD, MS	12/22/2	2010				below)	ociow)		
	(Street)			endment, onth/Day/Y	Date Origin ear)	nal		6. Individual or J Applicable Line) _X_Form filed by	One Reporting	Person	
	LARA, CA 9505							Form filed by Person	viore man One	Reporting	
(City)	(State)	(Zip)	Tab	ole I - Nor	-Derivativ	e Secu	ırities Acq	uired, Disposed o	of, or Benefici	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	Code (Instr. 8)		ispose 4 and (A) or	d of (D) 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)	
Common	12/22/2010			M	Amount	, ,	Price	50 252 1	D		
Stock	12/22/2010			IVI	4,132	A		59,352.1	ט		
Common Stock	12/22/2010			S	4,132	D	\$ 40.951 (1)	55,220.1	D		
Common Stock								2,000	I	By IRA	
Common Stock								3,000	I	By Limited Partnership	

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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	2.	3. Transaction Date		4.	5. Number	6. Date Exercisab	le and	7. Title and A	
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year)	Underlying S (Instr. 3 and	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	A C
Non-Employee Director Stock Option (right to buy) (2)	\$ 34.95	12/22/2010		M	4,132	03/01/2002(3)	02/28/2011	Common Stock	

Reporting Owners

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

Signatures

/s/ Stephen D. Williams, attorney-in-fact for Mr.
Cullen 12/23/2010

**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) The weighted average sale price was \$40.951 with a range of \$40.95 to \$40.96.
- (2) Right to buy Agilent Technologies, Inc. common stock granted under the Agilent Technologies, Inc. 1999 Non-Employee Director Stock Plan.
- (3) This option is fully vested and exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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