Nersesian Ronald S. Form 4 December 29, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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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

1(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Repo Nersesian Ronald S.	rting Person *	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) 5301 STEVENS CREEK	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/27/2010	Director 10% Owner Officer (give title Other (specify below) Senior Vice President		
(Street)		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		
SANTA CLARA, CA 95	5051		Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tak	ole I - Non-	Derivative	Secu	rities Acqu	ired, Disposed of, o	or Beneficiall	y 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. Securit coor Dispos (Instr. 3, 4	ed of	` ′	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	12/27/2010		M	26,253	A	\$ 31.93	101,510.7202	D	
Common Stock	12/27/2010		S	26,253	D	\$ 41.912 (1)	75,257.7202	D	
Common Stock	12/27/2010		M	21,002	A	\$ 31.93	96,259.7202	D	
Common Stock	12/27/2010		S	21,002	D	\$ 41.86 (2)	75,257.7202	D	

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

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(9-02)

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

Deri Secu	itle of ivative urity tr. 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 orDerivative 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 Securitic (Instr. 3 and 4)	
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Sto Opt (Rig	ployee ck tion ght to y) (3)	\$ 31.93	12/27/2010		M	26,253	01/26/2005(4)	01/25/2014	Common Stock	26,2
Sto Opt (Rig	ployee ck tion ght to y) (3)	\$ 31.93	12/27/2010		M	21,002	01/17/2007(3)	01/16/2016	Common Stock	21,0

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Reporting Owners

Reporting Owner Name / Address				Keiationsinps						
				Director	10% Owner	Officer		Other		
3. T		ъ	110							

Nersesian Ronald S.

5301 STEVENS CREEK BLVD. Senior Vice President SANTA CLARA, CA 95051

Signatures

/s/ Stephen D. Williams, attorney-in-fact for Mr.
Nersesian 12/29/2010

**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 sales price was \$41.912 with a range of \$41.86 to \$41.99.

Reporting Owners 2

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- (2) The weighted average sales price was \$41.86 with a range of \$41.85 to \$41.88.
- (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) 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. 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.