McMullen Michael R. Form 4 February 15, 2011

#### FORM 4

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

OMB Number: 3235-0287 January 31,

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: 2005
Estimated average burden hours per response... 0.5

Form 4 or 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

2. Issuer Name and Ticker or Trading

n

5. Relationship of Reporting Person(s) to

Issuer

1(b).

Stock

(Print or Type Responses)

McMullen Michael R.

1. Name and Address of Reporting Person \*

WENTUREN MICHAEL K.			Symbol AGILENT TECHNOLOGIES INC [A]				INC	(Check all applicable)			
	(Last)		(Middle)	(Month/D	•	ransaction			DirectorX Officer (give below)	titleOthe	Owner er (specify
5301 STEVENS CREEK BLVD.			02/11/2011					Senior Vice President			
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
SANTA CLARA, CA 95051					Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										ly Owned	
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any		3. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose	d of (D)	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	02/11/2011			M(1)	6,301	A	\$ 24.45	71,498.5419	D	
	Common Stock	02/11/2011			S <u>(1)</u>	6,301	D	\$ 45	65,197.5419	D	
	Common Stock	02/11/2011			M <u>(1)</u>	7,702	A	\$ 15.14	72,899.5419	D	
	Common	02/11/2011			S(1)	7,702	D	\$ 45	65,197.5419	D	

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

#### Edgar Filing: McMullen Michael R. - Form 4

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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 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. Transaction Code (Instr. 8)	Secu Acqu (A) o Disp (D)	rities nired or osed of r. 3, 4,	ive Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Employee Stock Option (Right to Buy) (2)	\$ 24.45	02/11/2011		M <u>(1)</u>		6,301	11/26/2002(3)	11/25/2011	Common Stock	6,301
Employee Stock Option (Right to Buy) (2)	\$ 15.14	02/11/2011		M <u>(1)</u>		7,702	11/19/2003(3)	11/18/2012	Common Stock	7,702

## **Reporting Owners**

SANTA CLARA, CA 95051

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
McMullen Michael R.								
5301 STEVENS CREEK BLVD			Senior Vice President					

#### **Signatures**

/s/ Stephen D. Williams, attorney-in-fact for Mr. 02/15/2011

\*\*Signature of Reporting Person Date

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## **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) This transaction was effected pursuant to a Rule 10b5-1 plan.
- (2) Right to buy Agilent Technologies, Inc. common stock granted under the Agilent Technologies, Inc. 1999 Stock Plan, in compliance with Rule 16b-3.
- (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. 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.