Roelofs Nicolas H PHD Form 4 November 18, 2011

FORM 4

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

OMB Number: 3235-0287

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

1(b).

Common

Common

Common

Common

Stock

Stock

Stock

Stock

11/16/2011

11/16/2011

11/17/2011

11/17/2011

(Print or Type Responses)

	Address of Reporting colas H PHD	Symbol	er Name and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 5301 STEV	(First) (N	(Month/	of Earliest Transaction Day/Year) 2011	Director 10% Owner _X_ Officer (give title Other (specify below) Senior Vice President			
	(Street)		endment, Date Original onth/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
SANTA CI	LARA, CA 95051 (State)	(Zip) Tob	do I. Non Derivativa Securities Ac	Form filed by More than One Reporting Person [uired, Disposed of, or Beneficially Owned]			
. •		1 au	ne 1 - Non-Derivative Securities Ac	equired, Disposed of, of Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Pric	Beneficially Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) Transaction(s) (Instr. 3 and 4)			

 $A^{(1)}$

F

F

 $A^{(4)}$

14,552 A

D

Α

6,792

2,335

25,000

74,795

68,003

65,668

90,668

38.58

37.21

\$0

D

D

D

D

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 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. Transactio Code (Instr. 8)	5. Number of onDerivative 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 Securition (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (Right to Buy) (2)	\$ 37.21	11/17/2011		A	60,105	11/17/2012 <u>(3)</u>	11/16/2021	Common Stock	60,1

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Roelofs Nicolas H PHD 5301 STEVENS CREEK BLVD. SANTA CLARA, CA 95051

Senior Vice President

Signatures

/s/ Stephen D. Williams, attorney-in-fact for Mr. Roelofs

11/18/2011

**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) On November 16, 2011, 14,552 shares of common stock of Agilent Technologies, Inc. were awarded to the reporting person pursuant to the Agilent Technologies, Inc. Long-Term Performance Program.
- (2) Right to buy Agilent Technologies, Inc. common stock granted under the Agilent Technologies, Inc. 2009 Stock Plan, in compliance with Rule 16b-3.
- (3) The option is exercisable in four equal annual installments beginning on the first anniversary of the date of the grant. The first vesting date is stated.

(4)

Reporting Owners 2

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Restricted Stock Units granted under the Agilent Technologies, Inc. 2009 Stock Plan, in compliance with Rule 16b-3. The restricted stock units vest 100% in one installment on November 17, 2014.

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.