

AGILENT TECHNOLOGIES INC
Form 4
December 11, 2009

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HALLORAN JEAN

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) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

5301 STEVENS CREEK BLVD, MS 1A-LC

12/09/2009

Senior Vice President

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

SANTA CLARA, CA 95051

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

| 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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | Price | |
| Common Stock | 12/09/2009 | | S | | 3,955 | D \$ 29.15 | 81,559.32 D |
| Common Stock | 12/09/2009 | | S | | 5,000 | D \$ 29.13 | 76,559.32 D |
| Common Stock | 12/09/2009 | | M | | 157,522 | A \$ 24.45 | 234,081.32 D |
| Common Stock | 12/09/2009 | | S ⁽¹⁾ | | 157,522 | D \$ 29.107 | 76,559.32 D |
| Common Stock | 12/09/2009 | | M | | 26,778 | A \$ 21.72 | 103,337.32 D |

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| | | | | | | | |
|--------------|------------|------------------|--------|---|-----------|------------|---|
| Common Stock | 12/09/2009 | M | 40,014 | A | \$ 15.14 | 143,351.32 | D |
| Common Stock | 12/09/2009 | S ⁽²⁾ | 40,014 | D | \$ 29.102 | 103,337.32 | D |
| Common Stock | 12/09/2009 | S | 26,778 | D | \$ 29.1 | 76,559.32 | D |
| Common Stock | 12/09/2009 | M | 17,533 | A | \$ 19 | 94,092.32 | D |
| Common Stock | 12/09/2009 | S ⁽³⁾ | 17,533 | D | \$ 29.14 | 76,559.32 | 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)

| 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) | 5. Number of Derivative 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 of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee Stock Option (Right to Buy) | \$ 24.45 | 12/09/2009 | | M | 157,522 | 11/26/2002 | 11/25/2011 | Common Stock | 157,522 |
| Employee Stock Option (Right to Buy) | \$ 15.14 | 12/09/2009 | | M | 40,014 | 11/19/2003 | 11/18/2012 | Common Stock | 40,014 |
| Employee Stock Option (Right to Buy) | \$ 21.72 | 12/09/2009 | | M | 26,778 | 11/16/2005 | 11/15/2014 | Common Stock | 26,778 |
| Employee Stock | \$ 19 | 12/09/2009 | | M | 17,533 | 11/18/2009 | 11/17/2018 | Common Stock | 17,533 |

Option
(Right to
Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HALLORAN JEAN 5301 STEVENS CREEK BLVD, MS 1A-LC SANTA CLARA, CA 95051 | | | Senior Vice President | |

Signatures

/s/ Stephen D. Williams, attorney-in-fact for Ms.
Halloran

12/11/2009

__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).

(1) The weighted average sales price was \$29.107 with a range of \$29.10 to \$29.138. The actual sales prices are as follow: 69,433 shares sold at \$29.10; 36,860 shares sold at \$29.105; 3,500 shares sold at \$29.108; 21,105 shares sold at \$29.11; 6,124 shares sold at \$29.115; 600 shares sold at \$29.118; 2,500 shares sold at \$29.12; 5,000 shares sold at \$29.125; 1,000 shares sold at \$29.128; 4,000 shares sold at \$29.13; 7,000 shares sold at \$29.135; and 400 shares sold at \$29.138.

(2) The weighted average sales price was \$29.102 with a range of \$29.10 to \$29.11. The actual sales prices are as follow: 27,614 shares sold at \$29.10; 8,600 shares sold at \$29.105; 1,100 shares sold at \$29.108; and 2,700 shares sold at \$29.11.

(3) The weighted average sales price was \$29.14 with a range of \$29.10 to \$29.17. The actual sales prices are as follow: 1,933 shares sold at \$29.10; 1,000 shares sold at \$29.11; 3,500 shares sold at \$29.13; 3,500 shares sold at \$29.14; 1,300 shares sold at \$29.15; 5,300 shares sold at \$29.16; and 1,000 shares sold at \$29.17.

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

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