## AGILENT TECHNOLOGIES INC

Form 4

November 21, 2002

SEC Form 4

FORM 4		ED STATES	COMMISS	Ε	OMB APPROVAL		
[] Check this box if no long subject to Section 16. Form or Form 5 obligations may continue. See Instruction 1(b).	STATI Filed pursuant t	Washington, D.C. 20549  EMENT OF CHANGES IN BENEFICIAL OWNERS  to Section 16(a) of the Securities Exchange Act of 1934, Sectio Public Utility  spany Act of 1935 or Section 30(f) of the Investment Company				Expires: January 31, 2005 Estimated average burden hours per response 0.	
1. Name and Address of Repo Van Ingen, Chris	orting Person*	2. Issuer Name a or Trading Syr	mbol	4. Statement (Month/Da	ite/Year)	ssuer	Reporting Person(s) to
(Last) (First) 395 Page Mill Road, MS A3  (Street Palo Alto, CA 94306	Agilent Technologies, Inc. (A)  3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		November 19, 2002  5. If Amendment, Date of Original (Month/Year)		Director  10% Owner  X Officer Other  Officer/Other Description  Senior Vice President  7. Individual or Joint/Group Filing (Check Applicable Line)  X Individual Filing Joint/Group Filing		
(City) (State)							
Table I - Non-Derivative S	Securities Acquired,	Disposed of, or I	Beneficially Owi	ned	<u>-</u>	<u> </u>	
1. Title of Security (Instr. 3)	Transaction Date (Month/Day/Year)	3. Transaction Code and Voluntary Code (Instr. 8)	4. Securities Ac Disposed (D) O (Instr. 3, 4, ar	f	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Owner-ship Form: Direct(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code   V Amount   Pri		A/D			
Common Stock 10	0/31/2002	A (1)   V	124.36   \$11.	A   69	3,106.5	50 D	

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

(over) SEC 1474 (3-99)

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## Form 4 (continued)

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

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/ Day/ Year)	Transaction Code and Voluntary (V) Code (Instr.8)		6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)		8. Price of Derivative Security (Instr.5)	Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr.4)	10. Owner- ship Form of Deriv- ative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
Employee Stock Option (right to buy)	\$15.89	11/19/2002	Al	(A) 125,000	11/19/2003 (2)   11/18/2012	Common Stock - 125,000		125,000	D	
Employee Stock Option (right to buy)	\$19.44				11/17/2000   11/16/2005	Common Stock - 3,470		3,470	D	
Employee Stock Option (right to	\$30.26				11/21/1997   11/20/2006	Common Stock - 543		543	D	
Employee Stock Option (right to buy)	\$35.59				11/20/1998   11/19/2007	Common Stock - 1,735		1,735	D	
Employee Stock Option (right to buy)	\$34.11				11/19/1999   11/18/2008	Common Stock - 11,451		11,451	D	
Employee Stock Option (right to buy)	\$30.00				11/18/2000   11/17/2009	Common Stock - 50,000		50,000	D	
Employee Stock Option (right to buy)	\$30.00				11/20/2000   11/17/2009	Common Stock - 6,792		6,792	D	
Employee Stock Option (right to buy)	\$80.28				05/17/2003   05/16/2010	Common Stock - 100		100	D	
Employee Stock Option (right to buy)	\$39.41				11/13/2001   11/12/2010	Common Stock - 40,000		40,000	D	
Employee Stock	\$25.67				11/26/2002   11/25/2011	Common Stock -		125,000	D	

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Option (right to buy)				125,000			
Employee Stock Options (right to buy)	\$37.94		05/15/2002	Common Stock - 25,000	25,000	D	

Explanation of Responses:

\*\* Intentional misstatements or omissions of facts By: Marie Oh Huber / Attorney-in-fact constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

11-20-2002
\*\* Signature of Reporting Person

Date

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

Power of Attorney

See Instruction 6 for procedure.

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Potential persons who are to respond to the collection of information contained in this form

required to respond unless the form displays a currently valid OMB number.

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#### Form 4 (continued)

#### **FOOTNOTE** Descriptions for Agilent Technologies, Inc. (A)

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Chris Van Ingen 395 Page Mill Road, MS A3-18

Palo Alto, CA 94306

#### Explanation of responses:

- (1) Shares acquired in an Employee Stock Purchase Plan under Section 423 of the Internal Revenue Code of 1986, as amended, in a transaction exempt under Rule 16b-3.
- (2) 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.

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