

[illegible]

Edgar Filing: AGILENT TECHNOLOGIES INC - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code and Voluntary (V) Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr.4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
			Code V		(DE) (ED)					
Employee Stock Option (right to buy)	\$25.92				11/17/1996 11/16/2005	Common Stock - 18,218		18,218	D	
Employee Stock Option (right to buy)	\$30.26				11/21/1997 11/20/2006	Common Stock - 17,351		17,351	D	
Employee Stock Option (right to buy)	\$35.59				11/20/1998 11/19/2007	Common Stock - 26,026		26,026	D	
Employee Stock Option (right to buy)	\$34.11				11/19/1999 11/18/2008	Common Stock - 38,172		38,172	D	
Employee Stock Option (right to buy)	\$30.00				11/18/2000 11/17/2009	Common Stock - 100,000		100,000	D	
Employee Stock Option (right to buy)	\$58.85				12/14/2001 12/13/2010	Common Stock - 85,000		85,000	D	
Employee Stock Option (right to buy)	\$25.67				11/26/2002 11/25/2011	Common Stock - 150,000		150,000	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).

06-07-2002

** Signature of Reporting Person

Date

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

Power of Attorney

insufficient,

See Instruction 6 for procedure.

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SEC 1474 (3-99)

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.

Scruggs, John E. - May 2002

Form 4 (continued)

FOOTNOTE Descriptions for Agilent Technologies, Inc. (A)

Form 4 - May 2002

John E. Scruggs
395 Page Mill Road, MS A3-18

Palo Alto, CA 94306

Explanation of responses:

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

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