

AGILENT TECHNOLOGIES INC  
 Form 4  
 March 07, 2003  
 SEC Form 4

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|--|---|--|
| <p><b>FORM 4</b></p> <p>[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> <p>(Print or Type Responses)</p>   | <p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b><br/>                 Washington, D.C. 20549</p> <p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>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</p> | <p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287<br/>                 Expires: January 31, 2005<br/>                 Estimated average burden hours per response: . . . . 0.5</p>  |
| <p>1. Name and Address of Reporting Person*</p> <p><b>Rand, A. Barry</b></p> <hr/> <p>(Last) (First)<br/>                 (Middle)<br/> <b>395 Page Mill Road, MS A3-18</b></p> <hr/> <p>(Street)<br/> <b>Palo Alto, CA 94306</b></p> <hr/> <p>(City) (State)<br/>                 (Zip)</p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>Agilent Technologies, Inc. (A)</b></p>   | <p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br/> <input type="checkbox"/> Officer <input type="checkbox"/> Other</p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/> <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
| <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>   | <p>4. Statement for Month/Day/Year</p> <p style="text-align: center;"><b>March 05, 2003</b></p>   | <p>5. If Amendment, Date of Original (Month/Day/Year)</p>  |

| 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 and Voluntary Code (Instr. 8) | 4. Securities Acquired (A) or Disposed (D) Of (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) |
| Common Stock   |                                      |  | Code I V  | Amount  <br>A/D   Price  | <b>3,000.00</b>   | <b>D</b>  |   |
|  |                                      |  |   |  |   |   |   |

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

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

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 SEC 1474 (9-02)

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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) |                  |                |                      |                |              |                             |                        |             |                         |            |                     |
|--|------------------|----------------|----------------------|----------------|--------------|-----------------------------|------------------------|-------------|-------------------------|------------|---------------------|
| 1. Title of Derivative   | 2. Conversion or | 3. Transaction | 3A. Deemed Execution | 4. Transaction | 5. Number of | 6. Date Exercisable(DE) and | 7. Title and Amount of | 8. Price of | 9. Number of Derivative | 10. Owner- | 11. Nature Indirect |
|  |                  |                |                      |                |              |                             |                        |             |                         |            |                     |

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| Security (Instr. 3)                                   | Exercise Price of Derivative Security | Date (Month/Day/Year) | Date, if any (Month/Day/Year) | Code and Voluntary Code (Instr.8) | Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5) | Expiration Date(ED) (Month/Day/Year) | Underlying Securities (Instr. 3 and 4) | Derivative Security (Instr.5) | Securities Beneficially Owned Following Reported Transactions (Instr.4) | ship Form of Derivative Security: Direct (D) or Indirect (I) (Instr.4) | Beneficial Owner (Instr.4) |
|---|---------------------------------------|-----------------------|-------------------------------|-----------------------------------|--|--------------------------------------|--|-------------------------------|---|--|----------------------------|
| Non-Employee Director Stock Option (right to buy) (1) | \$12.83                               | 03/05/2003            |                               | A                                 | (A) 9,740  | 03/05/2004   03/04/2013              | Common Stock - 9,740                   |                               | 9,740   | D  |                            |
| Non-Employee Director Stock Option (right to buy)     | \$50.97                               |                       |                               |                                   |  | 11/27/2001   11/26/2010              | Common Stock - 14,627                  |                               | 14,627  | D  |                            |
| Non-Employee Director Stock Option (right to buy)     | \$36.70                               |                       |                               |                                   |  | 03/01/2002   02/28/2011              | Common Stock - 3,935                   |                               | 3,935   | D  |                            |
| Non-Employee Director Stock Option (right to buy)     | \$32.35                               |                       |                               |                                   |  | 03/01/2003   02/29/2012              | Common Stock - 4,561                   |                               | 4,561   | D  |                            |

Explanation of Responses :

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

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

**By: Marie Oh Huber / Attorney-in-fact**  
**03-07-2003**

\*\* Signature of Reporting Person

Date

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

**Power of Attorney**

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**Form 4 (continued)**

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

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**A. Barry Rand**  
**395 Page Mill Road, MS A3-18**  
**Palo Alto, CA 94306**

**Explanation of responses:**

**(1) Right to buy Agilent Technologies, Inc. common stock granted under the Agilent Technologies, Inc. 1999 Non-Employee Director Stock Plan.**

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