

AGILENT TECHNOLOGIES INC

Form 11-K

June 18, 2010

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# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

## FORM 11-K

(MARK ONE)

☒ **ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

**FOR THE FISCAL YEAR ENDED DECEMBER 31, 2009.**

**OR**

☐ **TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

**FOR THE TRANSITION PERIOD FROM            TO**

**COMMISSION FILE NUMBER: 001-15405**

**A.            FULL TITLE OF THE PLAN AND THE ADDRESS OF THE PLAN, IF DIFFERENT FROM THAT OF THE ISSUER NAMED BELOW:**

**AGILENT TECHNOLOGIES, INC.**

**401(K) PLAN**

**B. NAME OF ISSUER OF THE SECURITIES HELD PURSUANT TO THE PLAN AND THE ADDRESS OF ITS PRINCIPAL EXECUTIVE OFFICE:**

**AGILENT TECHNOLOGIES, INC.**

**5301 STEVENS CREEK BOULEVARD**

**SANTA CLARA, CALIFORNIA 95051**

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**Agilent Technologies, Inc.**

**401(k) Plan**

**Financial Statements and Supplemental Schedule**

**December 31, 2009 and 2008**

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

**To the Participants and**

**Plan Administrator of the**

**Agilent Technologies, Inc.**

**401(k) Plan**

We have audited the financial statements of the Agilent Technologies, Inc. 401(k) Plan (the Plan) as of December 31, 2009 and 2008, and for the years then ended, as listed in the accompanying table of contents. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Plan's management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2009 and 2008, and the changes in net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule, as listed in the accompanying table of contents, is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ **Mohler, Nixon & Williams**

MOHLER, NIXON & WILLIAMS  
Accountancy Corporation

Campbell, California

June 17, 2010

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**AGILENT TECHNOLOGIES, INC.**

**401(k) PLAN**

**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**

(in thousands)

|                                                                                                | 2009         | December 31, | 2008      |
|------------------------------------------------------------------------------------------------|--------------|--------------|-----------|
| Assets:                                                                                        |              |              |           |
| Investments, at fair value                                                                     | \$ 1,506,751 | \$           | 1,245,596 |
| Participant loans                                                                              | 11,472       |              | 11,549    |
| Assets held for investment purposes                                                            | 1,518,223    |              | 1,257,145 |
| Accrued income receivable                                                                      |              |              | 76        |
| Receivable from broker for securities sold                                                     | 1,330        |              | 113       |
| Total assets                                                                                   | 1,519,553    |              | 1,257,334 |
| Liabilities:                                                                                   |              |              |           |
| Accrued fees payable                                                                           | 180          |              | 171       |
| Payable to broker for securities purchased                                                     | 283          |              | 305       |
| Total liabilities                                                                              | 463          |              | 476       |
| Net assets available for benefits at fair value                                                | 1,519,090    |              | 1,256,858 |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts | 83           |              | 16,613    |
| Net assets available for benefits                                                              | \$ 1,519,173 | \$           | 1,273,471 |

See accompanying notes to financial statements.

Table of Contents**AGILENT TECHNOLOGIES, INC.****401(k) PLAN****STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS****(in thousands)**

|                                                                                      | <b>Years ended<br/>December 31,</b> |              |
|--------------------------------------------------------------------------------------|-------------------------------------|--------------|
|                                                                                      | <b>2009</b>                         | <b>2008</b>  |
| Additions to net assets attributed to:                                               |                                     |              |
| Investment income:                                                                   |                                     |              |
| Dividends and interest                                                               | \$ 25,417                           | \$ 64,793    |
| Net realized and unrealized appreciation (depreciation) in fair value of investments | 291,569                             | (662,960)    |
|                                                                                      | 316,986                             | (598,167)    |
| Contributions:                                                                       |                                     |              |
| Participants                                                                         | 72,684                              | 70,469       |
| Employer s                                                                           | 21,984                              | 25,047       |
|                                                                                      | 94,668                              | 95,516       |
| Total additions (subtractions)                                                       | 411,654                             | (502,651)    |
| Deductions from net assets attributed to withdrawals and distributions               | 165,952                             | 115,192      |
| Net increase (decrease) in net assets                                                | 245,702                             | (617,843)    |
| Net assets available for benefits:                                                   |                                     |              |
| Beginning of year                                                                    | 1,273,471                           | 1,891,314    |
| End of year                                                                          | \$ 1,519,173                        | \$ 1,273,471 |

See accompanying notes to financial statements.

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**AGILENT TECHNOLOGIES, INC.**

**401(k) PLAN**

**NOTES TO FINANCIAL STATEMENTS**

**DECEMBER 31, 2009 AND 2008**

**NOTE 1 - THE PLAN AND ITS SIGNIFICANT ACCOUNTING POLICIES**

**General** - The following description of the Agilent Technologies, Inc. 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

The Plan is a defined contribution plan that was established in 2000 by Agilent Technologies, Inc. (the Company) to provide benefits to eligible employees, as defined in the Plan document. The Plan administrator believes that the Plan is currently designed and operated in compliance with the applicable requirements of the Internal Revenue Code of 1986, as amended (the Code), and the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. The Company intends that the Plan be qualified pursuant to Sections 401(a) and 401(k) of the Code.

**Administration** - The Board of Directors of the Company has appointed a Benefits Committee (the Committee) with certain authority to manage the policy, design and administration of the Plan. The Company has contracted with Fidelity Management Trust Company (Fidelity) to act as the trustee and an affiliate of Fidelity to process and maintain the records of participant data. Substantially all expenses incurred for administering the Plan are paid by the Company.

**Estimates** - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

**Basis of accounting** - The financial statements of the Plan are prepared on the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

**Investments valuation and income recognition** - Investments of the Plan are held by Fidelity, as trustee, and invested based solely upon instructions received from participants.

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 2 for discussion of fair value measurements.

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Purchases and sales of securities are recorded on a trade date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought or sold as well as held during the year.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount the participants would receive if they were to initiate permitted transactions under the terms of the plan. The statements of net assets available for benefits present the fair value of the investment contracts as well as the adjustment to fully benefit-responsive investment contracts from fair value to contract value. The statements of changes in net assets available for benefits are prepared on a contract value basis.

**Stable Value Fund** - The Stable Value Fund's objective is to protect principal while providing a higher rate of return than shorter maturity investments, such as money market funds or certificates of deposit. To achieve this, the Stable Value Fund invests in instruments which are not expected to experience significant price fluctuation in most economic or interest rate environments. However, there is no assurance that this objective can be achieved.

The Plan's Stable Value Fund is composed primarily of investments in bank collective funds and synthetic investment contracts (synthetic GICs). Since the Stable Value Fund is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the investments included in the Stable Value Fund. Contract value represents contributions made plus interest accrued at the contract rate, less withdrawals. Synthetic GICs consist of various contracts with banks or other institutions which provide for fully benefit-responsive withdrawals and transfers by Plan participants in the Stable Value Fund at contract value.

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As of December 31, 2009 and 2008, the Plan's synthetic GICs consist of the following:

As of December 31, 2009:

| Carrier Name                    | Major credit ratings | Year-end contract value | Investments at fair value(1) | Investment contracts at fair value | Adjustments to contract value(2) |
|---------------------------------|----------------------|-------------------------|------------------------------|------------------------------------|----------------------------------|
| <b><i>Synthetic GICs</i></b>    |                      |                         |                              |                                    |                                  |
| Bank of America, N.A.           | A+/Aa3               | \$ 33,738,382           | \$ 33,774,683                |                                    | \$ (36,301)                      |
| Natixis Financial Products Inc. | A+/Aa3               | 61,110,674              | 60,997,975                   |                                    | 112,699                          |
| JPMorgan Chase Bank             | AA-/Aa1              | 33,744,519              | 33,777,970                   |                                    | (33,451)                         |
| Monumental Life Insurance Co.   | AA-/A1               | 61,092,827              | 60,987,487                   | \$ 65,668                          | 39,672                           |
| <b>Total</b>                    |                      | <b>\$ 189,686,402</b>   | <b>\$ 189,538,115</b>        | <b>\$ 65,668</b>                   | <b>\$ 82,619</b>                 |

(1) Note: Total year-end contract value and investments at fair value do not include assets held in cash, which are \$10,063,405 as of December 31, 2009.

(2) Adjustments from fair value to contract value for fully benefit-responsive investment contracts.

As of December 31, 2008:

| Carrier Name                    | Major credit ratings | Year-end contract value | Investments at fair value(3) | Investment contracts at fair value | Adjustments to contract value(4) |
|---------------------------------|----------------------|-------------------------|------------------------------|------------------------------------|----------------------------------|
| <b><i>Synthetic GICs</i></b>    |                      |                         |                              |                                    |                                  |
| Bank of America, N.A.           | AA-/Aaa              | \$ 32,943,775           | \$ 29,868,510                | \$ 133,492                         | \$ 2,941,773                     |
| Natixis Financial Products Inc. | AAA/Aaa              | 4,764,045               | 4,417,426                    | 76,071                             | 270,548                          |
| Natixis Financial Products Inc. | A+/Aa3               | 59,788,137              | 54,468,858                   | 181,087                            | 5,138,192                        |
| JPMorgan Chase Bank             | AA-/Aaa              | 32,943,516              | 29,868,437                   | 133,491                            | 2,941,588                        |
| Monumental Life Insurance Co.   | AA/Aa3               | 59,782,988              | 54,462,272                   |                                    | 5,320,716                        |
| <b>Total</b>                    |                      | <b>\$ 190,222,461</b>   | <b>\$ 173,085,503</b>        | <b>\$ 524,141</b>                  | <b>\$ 16,612,817</b>             |

(3) Note: Total year-end contract value and investments at fair value do not include assets held in cash, which are \$30,179,269 as of December 31, 2008.

(4) Adjustments from fair value to contract value for fully benefit-responsive investment contracts.



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There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the contract issuer, but it may not be less than zero. Such interest rates are reviewed on a periodic basis for resetting. The relationship of future crediting rates and the adjustment to contract value reported on the statements of net assets available for benefits is provided through the mechanism of the crediting rate formula. The difference between the contract value and the fair market value of the investments of each contract is periodically amortized into each contract's crediting rate. The amortization factor is calculated by dividing the difference between the fair market value of the investment and the contract value of the duration of the bond portfolio covered by the investment contract.

The average yields on the fund are as follows for the years ended December 31:

|                                                 | 2009  | 2008  |
|-------------------------------------------------|-------|-------|
| Average yields:                                 |       |       |
| Based on actual earnings                        | 3.34% | 2.91% |
| Based on interest rate credited to participants | 3.34% | 3.14% |

The key factors that could influence future interest crediting rates include, but are not limited to: (1) the Plan cash flows, (2) changes in interest rates, (3) total return performance of the fair market value bond strategies underlying each synthetic GIC contract, (4) default or credit failures of any of the securities, investment contracts or other investments held in the fund or (5) the initiation of an extended termination of one or more of the synthetic GIC contracts by the contract issuer.

Certain employer initiated events or other external events not initiated by plan participants will limit the ability of the Plan to transact at contract value with the issuer. Such events include but are not limited to, the following: (1) Plan's failure to qualify under the Internal Revenue Code of 1986 as amended, (2) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), (3) changes to the Plan's prohibition on competing investment options or establishment of a competing plan by the Plan sponsor, (4) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan or (5) events resulting in a material and adverse financial impact on the contract issuer, including changes in the tax code, laws or regulations. The Plan administrator does not believe that the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable.

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The synthetic GICs do not permit the contract issuer to terminate the agreement prior to the scheduled maturity date unless there is a breach in contract which is not corrected within the specified cure period.

**Income taxes** - The Plan has been amended since receiving its latest favorable determination letter dated June 11, 2009. The Company believes that the Plan is operated in accordance with, and qualifies under, the applicable requirements of the Code and related state statutes, and that the trust, which forms a part of the Plan, is exempt from federal income and state franchise taxes.

**Risks and uncertainties** - The Plan provides for various investment options in any combination of investment securities offered by the Plan, including the Company's common stock. Investment securities are exposed to various risks, such as interest rate, market fluctuations and credit risks. Due to the risk associated with certain investment securities, it is at least reasonably possible that changes in market values, interest rates or other factors in the near term would materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statements of changes in net assets available for benefits.

**Recent accounting pronouncements** - In January 2010, the FASB issued Accounting Standards Update 2010-06 which expanded the required disclosures about fair value measurements. In particular, this guidance requires: 1) separate disclosure of the amounts of significant transfers in and out of level 1 and level 2 fair value measurements along with the reasons for such transfers, 2) information about purchases, sales, issuances and settlements to be presented separately in the reconciliation for level 3 fair value measurements, 3) fair value measurement disclosures for each class of assets and liabilities and 4) disclosures about the valuation techniques and inputs used to measure fair value for both recurring and nonrecurring fair value measurements for fair value measurements that fall in either level 2 or level 3. This guidance is effective for annual reporting periods beginning after December 15, 2009 except for 2) above which is effective for fiscal years beginning after December 15, 2010. The company is currently evaluating the impact that this guidance will have on the Plan's financial statement disclosures.

**NOTE 2 - FAIR VALUE MEASUREMENTS**

The fair value measurements standard establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under the standard are described below:

Basis of fair value measurement

Level 1 - Unadjusted quoted prices for identical assets in active markets that the Plan has the ability to access.



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Level 2 - Quoted prices for similar assets in active markets; quoted prices for identical or similar assets in inactive markets; inputs other than quoted prices that are observable for the asset; and inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2009 and 2008.

Bank Collective Funds: Investments are stated at value determined as of the close of regular trading. Debt securities are valued by independent pricing services approved by the trustee of the fund. If the pricing services are unable to provide valuations, the securities are valued at the most recent bid quotation or evaluated price, as applicable, obtained from a broker-dealer.

Fixed Income Investments: Valued at replacement cost methodology with a crediting rate reset procedure linked to an industry index.

Wrapper Contracts: Valued at replacement cost methodology.

Collective Trust Fund: Valued at fair value based on the underlying investments as traded in an exchange or active market.

Mutual Funds and Money Market Funds: Valued at the net asset value (NAV) of shares held by the Plan at year end. It is not probable that the mutual funds will be sold at amounts that differ materially from the NAV of shares held.

Common Stocks: Valued at the closing price reported on the active market on which the individual securities are traded.

Employer Stock: Valued at the closing price reported on the active market on which the individual securities are traded.

Participant loans: Valued at amortized cost, which approximates fair value.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

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The following tables set forth by level within the fair value hierarchy, the Plan's assets at fair value, as of December 31, 2009 and 2008.

## Investment Assets at Fair Value as of December 31, 2009

(in thousands)

| Description                    | Level 1      | Level 2    | Level 3   | Total        |
|--------------------------------|--------------|------------|-----------|--------------|
| <b>Mutual funds:</b>           |              |            |           |              |
| Index funds                    | \$ 200,357   |            | \$        | 200,357      |
| Balanced funds                 | 130,803      |            |           | 130,803      |
| Growth funds                   | 579,803      |            |           | 579,803      |
| Fixed income                   | 136,511      |            |           | 136,511      |
| Other funds                    | 5,129        |            |           | 5,129        |
| Total mutual funds             | 1,052,603    |            |           | 1,052,603    |
| <b>Common stocks:</b>          |              |            |           |              |
| Industrial                     | 3,242        |            |           | 3,242        |
| Telecommunications             | 1,821        |            |           | 1,821        |
| Consumer                       | 5,551        |            |           | 5,551        |
| Financial institutions         | 3,794        |            |           | 3,794        |
| Energy                         | 4,296        |            |           | 4,296        |
| Media                          | 1,988        |            |           | 1,988        |
| Pharmaceuticals                | 2,196        |            |           | 2,196        |
| Technology                     | 3,657        |            |           | 3,657        |
| Other                          | 976          |            |           | 976          |
| Total common stocks            | 27,520       |            |           | 27,520       |
| <b>Bank collective funds:</b>  |              |            |           |              |
| Index funds                    | \$           | 95,781     |           | 95,781       |
| U.S. government securities     |              | 33,878     |           | 33,878       |
| Guaranteed investment contract |              | 189,538    |           | 189,538      |
| Wrapper contracts              |              |            | \$ 66     | 66           |
| Total bank collective funds    |              | 319,197    | 66        | 319,263      |
| <b>Collective trust fund</b>   |              |            |           |              |
| Employer stock                 | 22,359       |            |           | 22,359       |
| Money market funds             | 74,627       |            |           | 74,627       |
| Participant loans              | 10,378       |            |           | 10,378       |
| Total assets at fair value     | \$ 1,187,487 | \$ 319,197 | \$ 11,472 | \$ 1,518,223 |

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Investment Assets at Fair Value as of December 31, 2008

(in thousands)

| Description                           | Level 1    | Level 2    | Level 3   | Total        |
|---------------------------------------|------------|------------|-----------|--------------|
| Money market funds                    | \$ 31,462  |            | \$        | 31,462       |
| Bank collective funds                 |            | \$ 274,011 |           | 274,011      |
| Fixed income investments              |            |            | \$ 4,417  | 4,417        |
| Wrapper contracts                     |            |            | 524       | 524          |
| Collective trust fund                 | 19,298     |            |           | 19,298       |
| Mutual funds                          | 842,935    |            |           | 842,935      |
| Common stocks                         | 27,628     |            |           | 27,628       |
| Employer stock                        | 45,321     |            |           | 45,321       |
| Participant loans                     |            |            | 11,549    | 11,549       |
| Total investment assets at fair value | \$ 966,644 | \$ 274,011 | \$ 16,490 | \$ 1,257,145 |

## Level 3 Investment Assets at Fair Value as of December 31, 2009

(in thousands)

|                                                      | Fixed income<br>investments | Wrapper<br>contracts | Participant<br>loans |
|------------------------------------------------------|-----------------------------|----------------------|----------------------|
| Balance, beginning of year                           | \$ 4,417                    | \$ 524               | \$ 11,549            |
| Purchases, sales, issuances and settlements<br>(net) | (4,417)                     |                      | (77)                 |
| Unrealized gains/losses                              |                             | (458)                |                      |
| Balance, end of year                                 | \$                          | \$ 66                | \$ 11,472            |

## Level 3 Investment Assets at Fair Value as of December 31, 2008

|                                                      | Fixed income<br>investments | Wrapper<br>contracts | Participant<br>loans |
|------------------------------------------------------|-----------------------------|----------------------|----------------------|
| Balance, beginning of year                           | \$ 4,620                    | \$                   | \$ 10,676            |
| Purchases, sales, issuances and settlements<br>(net) | (203)                       | 524                  | 873                  |

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|                      |    |       |    |     |    |        |
|----------------------|----|-------|----|-----|----|--------|
| Balance, end of year | \$ | 4,417 | \$ | 524 | \$ | 11,549 |
|----------------------|----|-------|----|-----|----|--------|

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**NOTE 3 - RELATED PARTY TRANSACTIONS**

**Certain Plan investments are managed by an affiliate of Fidelity, the trustee of the Plan. Any purchases and sales of these funds are performed in the open market at fair value. Such transactions, while considered party-in-interest transactions under ERISA regulations, are permitted under the provisions of the Plan and are specifically exempt from the prohibition of party-in-interest transactions under ERISA.**

As allowed by the Plan, participants may elect to invest a portion of their accounts in the Agilent Technologies Stock Fund (the Fund), which is primarily invested in shares of Company common stock. Investments in the Fund are at the direction of the Plan participants. Participants are not permitted to allocate more than 25% of their total contributions, including Company matching contributions, to the Fund and the maximum amount of the participant's account balance that can be allocated to the Fund is limited to 25% of the participant's account. The shares of Company common stock are traded in the open market.

**NOTE 4 - PARTICIPATION AND BENEFITS**

***Eligibility*** - Employees who are eligible to participate in the Plan include those employees of the Company and its designated domestic subsidiaries who are on the U.S. dollar payroll and who are employed as regular full-time or regular part-time employees of the Company. There is no waiting period for eligibility.

***Participant contributions*** - Effective July 1, 2009, the Plan allows employees to make after-tax contributions in the form of Roth contributions into the Plan.

Upon initially becoming an eligible employee, a participant is deemed to have elected a 3% deferral effective on the first day of commencement of participation, unless that employee makes a change to that election in the manner prescribed by the Plan. Participating employees can elect to have the Company contribute up to 50% of their eligible pre-tax or after-tax compensation, not to exceed the amount allowable under the Plan document and current income tax regulations. Participants who elect to have the Company contribute a portion of their compensation to the Plan agree to accept an equivalent reduction in taxable or taxed compensation. Contributions withheld are invested in accordance with the participant's direction. The Plan also allows eligible participants to make a catch-up contribution up to the maximum allowed under current income tax regulations.

Participants are also allowed to make rollover contributions of eligible distributions received from other tax-qualified employer-sponsored retirement plans. Such contributions are deposited in the appropriate investment funds in accordance with the participant's direction and the Plan's provisions.

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**Employer contributions** - The Company makes matching contributions as required by the Plan document. In 2009 and 2008, the Company matched 100% of the employee's salary deferral for the first 3% of employee's eligible pre-tax or taxed compensation, and 50% of the employee's salary deferral for the next 2% of employee's eligible pre-tax or taxed compensation. The Company matching contribution was deposited into the individual employee's Plan account after the end of each pay period.

Both employee deferrals and Company contributions in 2009 and 2008 have been made in cash for all funds; however, Company contributions may be made in either cash or common stock of the Company. No Company contributions have been made in the form of common stock of the Company in 2009 and 2008.

**Vesting** - Participants are 100% vested in their salary deferrals of eligible pre-taxed or taxed compensation, rollover contributions, and Company matching contributions, subject to the terms of the Plan.

**Participant accounts** - Each participant's account is credited with the participant's salary deferrals of eligible pre-taxed or taxed compensation, Plan earnings or losses and an allocation of the Company's matching contribution. Allocation of the Company's matching contribution is based on participant salary deferrals of eligible pre-taxed or taxed compensation, as defined in the Plan.

Participants can transfer their invested funds among the available investment options and/or change the investment of their future contributions as often as desired. These transfers and changes must be made in whole percent increments. Initial contributions for new hires were automatically invested in the retirement age-appropriate Vanguard Target Retirement Fund, the fund designated as the Plan default fund, effective May 30, 2008, until the participant makes a change to that investment election. Prior to May 30, 2008, the Fidelity Freedom Fund was the Plan's default fund.

**Payment of benefits** - Upon termination of employment, the participants or beneficiaries may elect to leave their account balance in the Plan, or receive their total benefits in a lump sum amount equal to the value of the participant's interest in their account in the form of rollovers or payments in cash and stock. The Plan allows for automatic lump sum distribution of participant account balances that do not exceed \$1,000.

**Loans to participants** - The Plan allows participants to borrow not less than \$1,000 and up to the lesser of \$50,000 or 50% of their account balance. The loans are secured by the participant's balance. Such loans bear interest at a rate fixed at the time of the loan at the prime rate plus one-half percent and must be repaid to the Plan between one year and four years. Generally, loans are repaid semi-monthly via automatic payroll deduction. The Plan allows terminated participants to electronically continue to repay their loan after termination of employment. The specific terms and conditions of such loans are established by the Committee. Outstanding loans at December 31, 2009 carry interest rates ranging from 3.75% to 10%.

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**NOTE 5 - INVESTMENTS**

The number of shares of the Company common stock in the Fund was 2,401,895 and 2,899,600 as of December 31, 2009 and 2008, respectively. The fair value of the Company common stock included in the Fund was approximately \$74,627,000 and \$45,321,000 at December 31, 2009 and 2008, respectively. The Fund assigns units of participation to those participants with account balances in the Fund. The total number of units in the Fund at December 31, 2009 and 2008 was 3,268,414 and 3,920,545, respectively, and the net unit value was \$23.07 and \$11.68 respectively, at these dates. The Fund is comprised primarily of Company common stock purchased on the open market. The Fund also includes a minor investment in the Fidelity Institutional Money Market Fund.

The following table is a summary of the fair values of investments and investment funds that represent 5% or more of the Plan's net assets at December 31 (in thousands):

|                                                | 2009       | 2008       |
|------------------------------------------------|------------|------------|
| Pyramid Intermediate Fixed Income Fund         | \$ 121,985 | \$ 108,931 |
| Fidelity Contrafund                            | 201,495    | 171,751    |
| Fidelity Magellan Fund                         | 132,437    | 104,882    |
| Fidelity Low-Priced Stock Fund                 | 101,420    | 73,836     |
| Spartan U.S. Equity Index Advantage Class Fund |            | 119,049    |
| Templeton Foreign Fund A                       |            | 70,356     |
| PIMCO Total Return Fund                        | 136,511    | 114,776    |
| Vanguard Institutional Index Fund              | 147,795    |            |

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows for the years ended December 31 (in thousands):

|                        | 2009       | 2008         |
|------------------------|------------|--------------|
| Common stock           | \$ 47,184  | \$ (81,208)  |
| Bank collective funds  | 18,638     | (39,671)     |
| Collective trust funds | 4,923      | (20,936)     |
| Mutual funds           | 220,824    | (521,145)    |
|                        | \$ 291,569 | \$ (662,960) |

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**NOTE 6 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500**

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 (in thousands):

|                                                                                                | 2009         | December 31,<br>2008 |
|------------------------------------------------------------------------------------------------|--------------|----------------------|
| Net assets available for benefits per the financial statements                                 | \$ 1,519,173 | \$ 1,273,471         |
| Adjustment from contract value to fair value for fully benefit-responsive investment contracts | (83)         | (16,613)             |
| Net assets available for benefits at fair value per the Form 5500                              | \$ 1,519,090 | \$ 1,256,858         |

As described in Note 1, fully benefit-responsive investment contracts are reported at fair value in the Form 5500 and are reported at contract value in the financial statements.

The following is a reconciliation of the affected components of the changes in net assets available for benefits per the financial statements to the Form 5500 (in thousands) for the year ended December 31, 2009:

|                                                    | Year ended December 31, 2009              |                             |                             |
|----------------------------------------------------|-------------------------------------------|-----------------------------|-----------------------------|
|                                                    | Amount per the<br>financial<br>statements | Adjustment to<br>fair value | Amount per the<br>Form 5500 |
| Net realized and unrealized appreciation of assets | \$ 291,569                                | \$ 16,530                   | \$ 308,099                  |

**NOTE 7 - PLAN TERMINATION OR MODIFICATION**

The Company intends to continue the Plan indefinitely for the benefit of its participants; however, it reserves the right to terminate or modify the Plan at any time by resolution of its Board of Directors and subject to the provisions of ERISA.

**NOTE 8 - SUBSEQUENT EVENT**

On May 14, 2010, the Company acquired Varian, Inc. Varian employees will become eligible to participate in the Plan starting November 1, 2010.



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AGILENT TECHNOLOGIES, INC.  
401(k) PLAN

EIN: 77-0518772  
PLAN #003

**SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)**

**DECEMBER 31, 2009**

| Identity of issue, borrower,<br>lessor or similar party    | Description of investment including<br>maturity date, rate of interest, collateral,<br>par or maturity value | Current<br>value |
|------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|------------------|
| Stable Value Fund Holdings:                                |                                                                                                              |                  |
| * Money Market                                             | Money Market                                                                                                 | \$ 10,063,405    |
| Pyramid Intermediate Fixed Income Fund                     | Bank Collective Fund                                                                                         | 121,985,461      |
| Pyramid Intermediate Managed Maturing Fund                 | Bank Collective Fund                                                                                         | 37,738,229       |
| Pyramid Short Managed Maturing Fund                        | Bank Collective Fund                                                                                         | 29,814,425       |
| Total bank collective funds                                |                                                                                                              | 189,538,115      |
| Monumental life Insurance Co                               | Wrapper Contracts                                                                                            | 65,668           |
| Total investment contracts at fair value                   |                                                                                                              | 65,668           |
| Total fair value of underlying assets of Stable Value Fund |                                                                                                              | 199,667,188      |
| BlackRock US Debt Index Fund                               | Bank Collective Fund                                                                                         | 28,572,862       |
| BlackRock EAFE Equity Index Fund                           | Bank Collective Fund                                                                                         | 67,208,401       |
| State Street Global Advisors TIPS Fund                     | Bank Collective Fund                                                                                         | 33,877,952       |
| Harbor Capital Appreciation Fund                           | Mutual Fund                                                                                                  | 28,055,549       |
| Templeton Foreign Fund A                                   | Mutual Fund                                                                                                  | 90,588,483       |
| PIMCO Total Return Fund                                    | Mutual Fund                                                                                                  | 136,510,632      |
| Domini Social Equity Fund                                  | Mutual Fund                                                                                                  | 5,129,263        |
| Goldman Sachs US Small Cap Value Fund                      | Mutual Fund                                                                                                  | 25,807,806       |
| Copper Rock Small Cap Growth Collective Trust Fund         | Collective Trust Fund                                                                                        | 22,358,944       |
| * Fidelity Institutional Money Market Fund                 | Money Market                                                                                                 | 292,630          |
| * Agilent Technologies, Inc. Common Stock                  | Common Stock                                                                                                 | 74,626,878       |
| * Fidelity Magellan Fund                                   | Mutual Fund                                                                                                  | 132,436,835      |
| * Fidelity Contrafund                                      | Mutual Fund                                                                                                  | 201,495,153      |
| * Fidelity Low-Priced Stock Fund                           | Mutual Fund                                                                                                  | 101,419,642      |
| Vanguard Extended Market Index Fund                        | Mutual Fund                                                                                                  | 52,561,849       |
| Vanguard Institutional Index Plus Fund                     | Mutual Fund                                                                                                  | 147,794,831      |
| Vanguard Target Retirement Income Fund                     | Mutual Fund                                                                                                  | 3,888,778        |
| Vanguard Target Retirement 2005 Fund                       | Mutual Fund                                                                                                  | 2,838,493        |

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|                                                |              |            |
|------------------------------------------------|--------------|------------|
| Vanguard Target Retirement 2010 Fund           | Mutual Fund  | 14,616,807 |
| Vanguard Target Retirement 2015 Fund           | Mutual Fund  | 19,792,134 |
| Vanguard Target Retirement 2020 Fund           | Mutual Fund  | 29,742,884 |
| Vanguard Target Retirement 2025 Fund           | Mutual Fund  | 23,816,421 |
| Vanguard Target Retirement 2030 Fund           | Mutual Fund  | 12,820,467 |
| Vanguard Target Retirement 2035 Fund           | Mutual Fund  | 9,535,637  |
| Vanguard Target Retirement 2040 Fund           | Mutual Fund  | 8,815,011  |
| Vanguard Target Retirement 2045 Fund           | Mutual Fund  | 2,292,538  |
| Vanguard Target Retirement 2050 Fund           | Mutual Fund  | 2,644,211  |
| AllianceBernstein US Value Equities Portfolio: |              |            |
| * Fidelity Institutional Money Market Fund     | Money Market | 22,072     |
|                                                |              |            |
| Ace Ltd                                        | Common Stock | 47,880     |
| Accenture Plc CL A                             | Common Stock | 186,750    |
| Cooper Industries Plc CL A                     | Common Stock | 119,392    |
| Tyco Electronics Ltd                           | Common Stock | 434,535    |
| Ingersoll Rand Co CL                           | Common Stock | 296,642    |
| AK Steel Holding Corp                          | Common Stock | 155,855    |
| AOL Inc                                        | Common Stock | 35,758     |
| AT&T Inc                                       | Common Stock | 1,053,928  |
| AU Optronics Sponsor ADI                       | Common Stock | 215,712    |
| Abbott Laboratories                            | Common Stock | 145,773    |
| AETNA Inc                                      | Common Stock | 269,450    |
| Allstate Corp                                  | Common Stock | 57,076     |
| Altria Group Inc                               | Common Stock | 286,598    |
| American Electric Power                        | Common Stock | 281,799    |
| Ameriprise Financial                           | Common Stock | 263,976    |
| Amgen Inc                                      | Common Stock | 96,169     |
| Apache Corp                                    | Common Stock | 116,066    |
| Archer Daniels Midland                         | Common Stock | 278,659    |
| BB&T Corp                                      | Common Stock | 210,571    |
| Bank of America Corp                           | Common Stock | 478,908    |
| CBS Corp CL B                                  | Common Stock | 223,395    |
| CMS Energy Corp                                | Common Stock | 36,018     |
| Caterpillar Inc                                | Common Stock | 129,652    |
| Chevron Corp                                   | Common Stock | 381,101    |
| Cimarex Energy Co                              | Common Stock | 243,662    |
| CISCO Systems Inc                              | Common Stock | 153,216    |
| CITIGROUP Inc                                  | Common Stock | 76,792     |
| Coca Cola Co                                   | Common Stock | 108,300    |

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|                          |              |         |
|--------------------------|--------------|---------|
| Coca Cola Enterprise Inc | Common Stock | 163,240 |
| Comcast Corp CL A        | Common Stock | 43,836  |
| Conoco Phillips          | Common Stock | 740,515 |
| Constellation Brands     | Common Stock | 148,149 |
| Seagate Technology       | Common Stock | 83,674  |
| Corning Inc              | Common Stock | 283,857 |
| XL Capital Ltd CL A      | Common Stock | 234,624 |
| DR Horton Inc            | Common Stock | 92,395  |
| Dean Foods Co            | Common Stock | 34,276  |
| Dell Inc                 | Common Stock | 268,532 |
| Devon Energy Corp        | Common Stock | 507,150 |
| Dupont (EI) De Nemour    | Common Stock | 437,710 |
| Garmin Ltd               | Common Stock | 150,430 |
| Bunge Ltd                | Common Stock | 255,320 |
| Deutsche Bank AG (USA)   | Common Stock | 281,867 |
| EnSCO Plc                | Common Stock | 117,823 |
| Exxon Mobil Corp         | Common Stock | 782,480 |
| Foot Locker Inc          | Common Stock | 67,954  |
| Ford Motor Co            | Common Stock | 298,000 |
| Forest Oil Corp          | Common Stock | 95,675  |
| Fortune Brands Inc       | Common Stock | 73,440  |
| General Electric Co      | Common Stock | 656,642 |
| Goldman Sachs Group      | Common Stock | 624,708 |
| Hertz Global Holdings    | Common Stock | 48,872  |
| Hewlett-Packard Co       | Common Stock | 144,228 |
| Home Depot Inc           | Common Stock | 231,440 |
| Hubbell Inc CLB          | Common Stock | 70,950  |
| Intel Corp               | Common Stock | 71,400  |
| Intl Business Mach Corp  | Common Stock | 471,240 |
| JPMorgan Chase & Co      | Common Stock | 637,551 |
| Johnson & Johnson        | Common Stock | 270,522 |
| Jones Apparel Group      | Common Stock | 158,994 |
| Kimberly Clark Corp      | Common Stock | 44,597  |
| Kraft Foods Inc CL A     | Common Stock | 192,978 |
| Limited Brands Inc       | Common Stock | 115,440 |
| Lowe's Cos Inc           | Common Stock | 353,189 |
| Macys Inc                | Common Stock | 248,048 |
| Masco Corp               | Common Stock | 42,811  |
| Merck & Co Inc           | Common Stock | 790,214 |
| MetLife Inc              | Common Stock | 219,170 |

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|                                 |              |         |
|---------------------------------|--------------|---------|
| Microsoft Corp                  | Common Stock | 493,938 |
| Morgan Stanley                  | Common Stock | 331,520 |
| Motorola Inc                    | Common Stock | 290,224 |
| NVR Inc                         | Common Stock | 223,874 |
| News Corp Ltd CL A              | Common Stock | 539,386 |
| Nexen Inc (USD)                 | Common Stock | 229,728 |
| Nisource Inc                    | Common Stock | 93,818  |
| Nokia Corporation Sponsored Ame | Common Stock | 281,415 |
| Northrop Grumman Co             | Common Stock | 307,175 |
| Occidental Petroleum            | Common Stock | 288,793 |
| Office Depot Inc                | Common Stock | 120,615 |
| Oracle Corp                     | Common Stock | 105,522 |
| J.C. Penney Company Inc         | Common Stock | 125,067 |
| Pepsico Inc                     | Common Stock | 188,480 |
| Pfizer Inc                      | Common Stock | 893,129 |
| Philip Morris Intl Inc          | Common Stock | 67,466  |
| Procter & Gamble Co             | Common Stock | 478,977 |
| Pulte Homes Inc                 | Common Stock | 142,000 |
| RRI Energy Inc                  | Common Stock | 42,328  |
| Raytheon Co                     | Common Stock | 51,520  |
| Reynolds American Inc           | Common Stock | 29,133  |
| Rowan Companies Inc             | Common Stock | 43,016  |
| SPX Corp                        | Common Stock | 79,315  |
| Sara Lee Corp                   | Common Stock | 166,866 |
| Smithfield Foods Inc            | Common Stock | 74,431  |
| Sonoco Products Co              | Common Stock | 87,750  |
| Sprint Nextel Corp              | Common Stock | 259,128 |
| Steel Dynamics Inc              | Common Stock | 166,568 |
| Supervalu Inc                   | Common Stock | 148,707 |
| Symantec Corp                   | Common Stock | 302,341 |
| TJX Companies Inc               | Common Stock | 65,790  |
| Textron Inc                     | Common Stock | 48,906  |
| 3M Company                      | Common Stock | 157,073 |
| Time Warner Inc.                | Common Stock | 492,466 |
| Time Warner Cable               | Common Stock | 451,151 |
| The Travelers Companies Inc     | Common Stock | 234,342 |
| Tyson Foods Inc CL A            | Common Stock | 68,712  |
| US Bancorp                      | Common Stock | 326,395 |
| Unum Group                      | Common Stock | 132,736 |
| Valero Energy Corp              | Common Stock | 296,475 |

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|                                                                              |                                          |                  |
|------------------------------------------------------------------------------|------------------------------------------|------------------|
| Verizon Communication Inc                                                    | Common Stock                             | 265,040          |
| Viacom Inc CL B                                                              | Common Stock                             | 237,840          |
| Vodafone Group Plc                                                           | Common Stock                             | 242,445          |
| Wal-Mart Stores Inc                                                          | Common Stock                             | 80,175           |
| Wells Fargo & Co                                                             | Common Stock                             | 561,392          |
| Western Digital Corp                                                         | Common Stock                             | 269,315          |
| Total fair value of common stock                                             |                                          | 27,520,057       |
| Total fair value of underlying assets of AllianceBernstein US Value Equities |                                          | 27,542,129       |
| * Participant loans                                                          | Interest rates ranging from 3.75% to 10% | 11,472,307       |
| Total                                                                        |                                          | \$ 1,518,222,714 |

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\* Party-in-interest

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

AGILENT TECHNOLOGIES, INC.

Dated: June 17, 2010

By:

/s/ HILLIARD C. TERRY, III  
Hilliard C. Terry, III  
Vice President, Treasurer

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**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description</b>                                          |
|---------------------------|-------------------------------------------------------------|
| 23.1                      | Consent of Mohler, Nixon & Williams Accountancy Corporation |