

AGILENT TECHNOLOGIES INC  
 Form 4  
 June 18, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
 Odeh Saleem N.

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)  
 5301 STEVENS CREEK BLVD.  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 06/17/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Vice President

SANTA CLARA, CA 95051

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/17/2008		M		11,814	A	\$ 20.62
Common Stock	06/17/2008		M		42	A	\$ 26.83
Common Stock	06/17/2008		M		25,902	A	\$ 26.83
Common Stock	06/17/2008		M		43,056	A	\$ 24.45
Common Stock	06/17/2008		S		173	D	\$ 37.44

Edgar Filing: AGILENT TECHNOLOGIES INC - Form 4

Common Stock	06/17/2008	S	5,800	D	\$ 37.45	83,369.9857	D
Common Stock	06/17/2008	S	12,714	D	\$ 37.46	70,655.9857	D
Common Stock	06/17/2008	S	7,583	D	\$ 37.47	63,072.9857	D
Common Stock	06/17/2008	S	23,200	D	\$ 37.48	39,872.9857	D
Common Stock	06/17/2008	S	9,079	D	\$ 37.49	30,793.9857	D
Common Stock	06/17/2008	S	17,865	D	\$ 37.5	12,928.9857	D
Common Stock	06/17/2008	S	4,400	D	\$ 37.51	8,528.9857	D

Common Stock						459	I	Held by Saleem N. Odeh & Sharon M. Odeh Trust
Common Stock						25.317	I	By 401(k) Plan

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 20.62	06/17/2008		M	11,814	01/24/2006	01/23/2015	Common Stock	11,814

(Right to Buy)

Employee Stock

Option (Right to Buy)	\$ 26.83	06/17/2008	M	42	12/22/2004	05/16/2010	Common Stock	42
-----------------------	----------	------------	---	----	------------	------------	--------------	----

Employee Stock

Option (Right to Buy)	\$ 26.83	06/17/2008	M	25,902	12/22/2004	11/12/2010	Common Stock	25,902
-----------------------	----------	------------	---	--------	------------	------------	--------------	--------

Employee Stock

Option (Right to Buy)	\$ 24.45	06/17/2008	M	43,056	11/26/2002	11/25/2011	Common Stock	43,056
-----------------------	----------	------------	---	--------	------------	------------	--------------	--------

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Odeh Saleem N. 5301 STEVENS CREEK BLVD. SANTA CLARA, CA 95051			Vice President	

## Signatures

Marie Oh Huber, attorney-in-fact for Mr. Odeh	06/18/2008
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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).

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