

HIRSCH DIDIER  
Form 4  
March 25, 2010

**FORM 4**

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

OMB APPROVAL

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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 \*  
**HIRSCH DIDIER**

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)  
**03/23/2010**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**VP, Corp Controllership, Tax**

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/23/2010		M	6,000 A \$ 21.72	20,871.6808	D	
Common Stock	03/23/2010		S	6,000 D \$ 34	14,871.6808	D	
Common Stock	03/23/2010		M	6,000 A \$ 20.87	20,871.6808	D	
Common Stock	03/23/2010		S	6,000 D \$ 34	14,871.6808	D	
Common Stock	03/23/2010		M	3,000 A \$ 19	17,871.6808	D	

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Common Stock 03/23/2010 S 3,000 D \$ 34 14,871.6808 D

Common Stock 100 I Held by Spouse

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

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**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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 21.72	03/23/2010		M	6,000	11/16/2005 11/15/2014	Common Stock	6,000	
Employee Stock Option (Right to Buy)	\$ 20.87	03/23/2010		M	6,000	05/17/2006 05/16/2015	Common Stock	6,000	
Employee Stock Option (Right to Buy)	\$ 19	03/23/2010		M	3,000	11/18/2009 11/17/2018	Common Stock	3,000	

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HIRSCH DIDIER  
5301 STEVENS CREEK BLVD.  
SANTA CLARA, CA 95051

VP, Corp Controllership, Tax

## Signatures

/s/ Stephen D. Williams, attorney-in-fact for Mr.  
Hirsch

03/25/2010

\_\_Signature of Reporting Person

Date

## 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.

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