

AGILENT TECHNOLOGIES INC
 Form 4
 May 25, 2011

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 *
 SULLIVAN WILLIAM P

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, MS
 1A-LC

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/23/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

(Street)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 05/23/2011 | | M | | 22,578 | A | \$ 23.16 339,566 D |
| Common Stock | 05/23/2011 | | S | | 22,578 | D | \$ 49 316,988 D |
| Common Stock | 05/23/2011 | | M | | 224,311 | A | \$ 33.04 541,299 D |
| Common Stock | 05/23/2011 | | S | | 224,311 | D | \$ 49.059 316,988 D |
| | 05/23/2011 | | M | | 113,122 | A | \$ 19 430,110 D |

Common
Stock

| | | | | | | | | |
|-----------------|------------|--|---|---------|---|---------------------|---------|---|
| Common Stock | 05/23/2011 | | S | 113,122 | D | \$ 48.653 (2) | 316,988 | D |
|-----------------|------------|--|---|---------|---|---------------------|---------|---|

| | | | | | | | | | |
|-----------------|--|--|--|--|--|--|-----------|---|-------------------|
| Common Stock | | | | | | | 9,678.722 | 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.

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(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 Underlying Security (Instr. 3 and 4) | Amount Number Shares |
|---|--|---|---|--------------------------------------|---|--|--|----------------------------|
| Employee Stock Option (Right to Buy) | \$ 23.16 | 05/23/2011 | | M | 22,578 | 03/01/2006 ⁽³⁾ 02/28/2015 | Common Stock | 22 |
| Employee Stock Option (Right to Buy) | \$ 33.04 | 05/23/2011 | | M | 224,311 | 11/15/2006 ⁽³⁾ 11/14/2015 | Common Stock | 224 |
| Employee Stock Option (Right to Buy) | \$ 19 | 05/23/2011 | | M | 113,122 | 11/18/2009 ⁽³⁾ 11/17/2018 | Common Stock | 113 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SULLIVAN WILLIAM P

5301 STEVENS CREEK BLVD, MS 1A-LC X
SANTA CLARA, CA 95051

President and CEO

Signatures

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

05/25/2011

**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).

(1) The weighted average sales price was \$49.059 with a range of \$49.00 to \$49.19.

(2) The weighted average sales price was \$48.653 with a range of \$48.50 to \$48.82.

(3) The option is exercisable in four equal annual installments beginning on the first anniversary of the date of the grant. The first vesting date is stated.

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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