

AGILENT TECHNOLOGIES INC
 Form 5
 December 10, 2001

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| <p>FORM 5</p> <p><input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> <p><input type="checkbox"/> Form 3 Holdings Reported <input checked="" type="checkbox"/> Form 4 Transactions Reported</p> | <p>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</p> <p>Washington, D.C. 20549</p> <p>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</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(f) of the Investment Company Act of 1940</p> | <p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0362 Expires: December 31, 2001 Estimated average burden hours per response. 0.5</p> |
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|--|--|---|---|
| <p>1. Name and Address of Reporting Person*</p> <p>Halloran, Jean</p> <hr/> <p>(Last) (First) (Middle)</p> <p>395 Page Mill Road, MS A3-18</p> <hr/> <p>(Street)</p> <p>Palo Alto, CA 94306</p> <hr/> <p>(City) (State) (Zip)</p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p>Agilent Technologies, Inc. (A)</p> <hr/> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p> | <p>4. Statement for (Month/Year)</p> <p>October 2001</p> <hr/> <p>5. If Amendment, Date of Original (Month/Year)</p> | <p>6. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>_____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer _____ Other Officer/Other Description Senior Vice President</p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Individual Filing <input type="checkbox"/> Joint/Group Filing</p> |
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5) | 5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct(D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | | | | |
|---------------------------------|--------------------------------------|--------------------------------|---|--|---|---|--|-------|--|---------------|-----------------|----------|
| Common Stock | 6/2/2000 | J4 (1) | <table style="margin: auto;"> <tr> <td style="border: none;">Amount</td> <td style="border: none;"> </td> <td style="border: none;">A/D</td> </tr> <tr> <td style="border: none;"> </td> <td style="border: none;">Price</td> <td style="border: none;"> </td> </tr> </table> | Amount | | A/D | | Price | | 762.00 | 2,456.00 | D |
| Amount | | A/D | | | | | | | | | | |
| | Price | | | | | | | | | | | |
| | | | | | | | | | | | | |

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

(over)
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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) | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5) | 6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr.5) | 9. Number of Derivative Securities Beneficially Owned at End of Year (Instr.4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 11. Nature of Indirect Beneficial Ownership (Instr.4) |
| Employee Stock Option (right to buy) | \$35.59 | | | | 11/20/1998 11/19/2007 (DE) (ED) | Common Stock - 2,168 | | 2,168 | D | |
| Employee Stock Option (right to buy) | \$43.71 | | | | 02/12/2000 02/11/2009 | Common Stock - 6,940 | | 6,940 | D | |
| Employee Stock Option (right to buy) | \$30.00 | | | | 11/17/2000 11/17/2009 | Common Stock - 6,113 | | 6,113 | D | |
| Employee Stock Option (right to buy) | \$30.00 | | | | 11/18/2000 11/17/2009 | Common Stock - 75,000 | | 75,000 | D | |
| Employee Stock Option (right to buy) | \$30.00 | | | | 11/20/2000 11/17/2009 | Common Stock - 6,792 | | 6,792 | D | |
| Employee Stock Option (right to buy) | \$30.00 | | | | 02/12/2002 11/17/2009 | Common Stock - 5,094 | | 5,094 | D | |
| Employee Stock Option (right to buy) | \$58.85 | | | | 12/14/2001 12/13/2010 | Common Stock - 60,000 | | 60,000 | D | |
| | | | | | | | | | | |

Explanation of Responses :

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. 12-07-2001 -

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). ** Signature of Reporting Person
Date

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

**Marie Oh Huber / Attorney-in-fact
Jean Halloran**

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.

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FOOTNOTE Descriptions for Agilent Technologies, Inc. (A)

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Jean Halloran
395 Page Mill Road, MS A3-18
Palo Alto, CA 94306

Explanation of responses:

(1) Shares acquired in a pro rata distribution on June 2, 2000 by Hewlett-Packard Company of its interest in Agilent Technologies, Inc., in a transaction exempt under Rule 16b-3.

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