

AGILENT TECHNOLOGIES INC
 Form 4
 November 21, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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)

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

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

5301 STEVENS CREEK BLVD, MS 1A-LC

11/19/2007

President and CEO

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

SANTA CLARA, CA 95051

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 | 11/19/2007 | | S | 1,900 | D | \$ 35.89 | 240,960 D |
| Common Stock | 11/19/2007 | | S | 1,200 | D | \$ 35.88 | 239,760 D |
| Common Stock | 11/19/2007 | | S | 4,561 | D | \$ 35.9 | 235,199 D |
| Common Stock | 11/19/2007 | | S | 200 | D | \$ 35.905 | 234,999 D |
| Common Stock | 11/19/2007 | | S | 6,434 | D | \$ 35.91 | 228,565 D |

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| | | | | | | | | |
|--------------|------------|---|-------|---|-----------|-----------|---|----------------|
| Common Stock | 11/19/2007 | S | 100 | D | \$ 35.915 | 228,465 | D | |
| Common Stock | 11/19/2007 | S | 6,700 | D | \$ 35.92 | 221,765 | D | |
| Common Stock | 11/19/2007 | S | 100 | D | \$ 35.925 | 221,665 | D | |
| Common Stock | 11/19/2007 | S | 5,500 | D | \$ 35.93 | 216,165 | D | |
| Common Stock | 11/19/2007 | S | 200 | D | \$ 35.935 | 215,965 | D | |
| Common Stock | 11/19/2007 | S | 9,800 | D | \$ 35.94 | 206,165 | D | |
| Common Stock | 11/19/2007 | S | 300 | D | \$ 35.945 | 205,865 | D | |
| Common Stock | 11/19/2007 | S | 5,210 | D | \$ 35.95 | 200,655 | D | |
| Common Stock | 11/19/2007 | S | 900 | D | \$ 35.955 | 199,755 | D | |
| Common Stock | 11/19/2007 | S | 8,500 | D | \$ 35.96 | 191,255 | D | |
| Common Stock | 11/19/2007 | S | 2,300 | D | \$ 35.97 | 188,955 | D | |
| Common Stock | 11/19/2007 | S | 100 | D | \$ 35.975 | 188,855 | D | |
| Common Stock | 11/19/2007 | S | 300 | D | \$ 35.98 | 188,555 | D | |
| Common Stock | 11/19/2007 | S | 100 | D | \$ 35.99 | 188,455 | D | |
| Common Stock | | | | | | 9,689.403 | I | By 401(k) Plan |

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

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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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|

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| Derivative Security | | | Disposed of (D) (Instr. 3, 4, and 5) | | | Date Exercisable | Expiration Date | Title | Amo Num Shar |
|---|---------|------------|--|---------|---------------------------|------------------|--------------------|-------|--------------------|
| | Code | V | (A) | (D) | | | | | |
| Employee Stock Option (Right to Buy) ⁽¹⁾ | \$ 35.8 | 11/19/2007 | A | 231,092 | 11/19/2008 ⁽²⁾ | 11/18/2017 | Common Stock | 231 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SULLIVAN WILLIAM P 5301 STEVENS CREEK BLVD, MS 1A-LC SANTA CLARA, CA 95051 | X | | President and CEO | |

Signatures

/s/ Marie Oh Huber, attorney-in-fact for Mr.
Sullivan 11/21/2007

**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) Right to buy Agilent Technologies, Inc. common stock granted under the Agilent Technologies, Inc. 1999 Stock Plan, in compliance with Rule 16b-3.
- (2) 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.

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