

AGILENT TECHNOLOGIES INC
Form 424B3
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Registration No. 333-84694

PROSPECTUS SUPPLEMENT NO. 1
TO THE PROSPECTUS DATED APRIL 11, 2002

\$1,150,000,000

**3% Senior Convertible Debentures Due 2021
and the Common Stock Issuable upon Conversion of the Debentures**

This prospectus supplement supplements information contained in the prospectus, dated April 11, 2002, covering the resale by the selling security holders of our 3% Senior Convertible Debentures due 2021 and shares of our common stock issuable upon conversion of the debentures. This prospectus supplement is not complete without, and may not be delivered or used except in connection with, the prospectus, including any amendments or supplements thereto. The terms of the debentures are set forth in the prospectus.

Investing in the debentures or the common stock into which the debentures are convertible involves risks. Please carefully consider the Risk Factors section beginning on page 6 of the prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement. Any representation to the contrary is a criminal offense.

This prospectus supplement amends the table appearing under the Selling Security Holders section beginning on page 41 of the prospectus by deleting the following selling security holders and their information from such table:

| <u>Name of Selling Security Holder</u> | <u>Principal Amount of Debentures Beneficially Owned That May Be Sold</u> | <u>Percentage of Debentures Outstanding</u> | <u>Number of Shares of Common Stock That May Be Sold</u> | <u>Percentage of Common Stock Outstanding</u> |
|---|---|---|--|---|
| Aligemeine Pensionskasse Der Snissair Group | 290,000 | * | 9,000 | * |
| Alta Partners Holdings LDC | 9,000,000 | * | 279,329 | * |

| Name of Selling Security Holder | Principal Amount of Debentures Beneficially Owned That May Be Sold | Percentage of Debentures Outstanding | Number of Shares of Common Stock That May Be Sold | Percentage of Common Stock Outstanding |
|--|--|--------------------------------------|---|--|
| Argent Classic Convertible Arbitrage Fund (Bermuda) Ltd. | 14,500,000 | 1.26% | 450,031 | * |
| Argent Classic Convertible Arbitrage Fund L.P. | 6,000,000 | * | 186,219 | * |
| Arkansas Teachers Retirement System | 3,237,000 | * | 100,465 | * |
| Attorneys Title Insurance Fund Inc. | 200,000 | * | 6,207 | * |
| Bear, Stearns & Co. Inc. | 9,000,000 | * | 279,329 | * |
| CA State Automobile Assn Inter-Insurance | 1,000,000 | * | 31,036 | * |
| Castle Convertible Fund, Inc. | 500,000 | * | 15,518 | * |
| Celina Mutual Insurance Company | 10,000 | * | 310 | * |
| Clinton Multistrategy Master Fund, Ltd. | 5,500,000 | * | 170,701 | * |
| Clinton Riverside Convertible Portfolio Limited | 5,500,000 | * | 170,701 | * |
| Credit Suisse First Boston Corporation | 4,962,000 | * | 154,003 | * |
| Credit Suisse First Boston Corporation, London Branch | 15,575,000 | 1.35% | 483,395 | * |
| Deam Convertible FD | 7,500,000 | * | 232,774 | * |
| Deutsche Banc Alex. Brown Inc. | 84,250,000 | 7.33% | 2,614,835 | * |
| Engineers Joint Pension Fund | 437,000 | * | 13,563 | * |
| Federated Rural Electric Insurance Exchange | 250,000 | * | 7,759 | * |
| Fidelity Advisor Series I: Fidelity Advisor Dividend Growth Fund | 1,287,000 | * | 39,944 | * |
| Fidelity Advisor Series I: Fidelity Advisor Equity Value Fund | 54,000 | * | 1,675 | * |
| Fidelity Financial Trust: Fidelity Equity-Income II Fund | 30,160,000 | 2.62% | 936,064 | * |
| First Union Securities Inc. | 20,000,000 | 1.74% | 620,732 | * |
| FIST Franklin Equity Income Fund | 2,400,000 | * | 74,487 | * |
| FTVIPT Franklin Growth & Income Securities Fund | 2,625,000 | * | 81,471 | * |
| Gemini Sammelstiftung Zur Forderling | 110,000 | * | 3,414 | * |
| Goldman, Sachs & Co. | 5,500,000 | * | 170,701 | * |
| Granville Capital Corporation | 25,000,000 | 2.17% | 775,915 | * |
| Hannover Life Reassurance Company of America | 750,000 | * | 23,277 | * |
| Innovest Finanzdienstleistungs AG | 550,000 | * | 17,070 | * |
| J.P. Morgan Securities Inc. | 37,850,000 | 3.29% | 1,174,736 | * |

| Name of Selling Security Holder | Principal Amount of Debentures Beneficially Owned That May Be Sold | Percentage of Debentures Outstanding | Number of Shares of Common Stock That May Be Sold | Percentage of Common Stock Outstanding |
|---|--|--------------------------------------|---|--|
| KBC Financial Products USA Inc. | 4,250,000 | * | 131,905 | * |
| Lipper Convertibles L.P. | 17,600,000 | 1.53% | 546,244 | * |
| Lipper Offshore Convertibles, L.P. | 11,400,000 | * | 353,817 | * |
| Lipper Series II, L.P. | 2,000,000 | * | 62,073 | * |
| Lumberman's Mutual Casualty | 627,000 | * | 19,459 | * |
| Morgan Stanley & Co. | 10,000,000 | * | 310,366 | * |
| Morgan Stanley Dean Witter Convertible Securities Trust | 2,500,000 | * | 77,591 | * |
| Motion Pictures Industry | 507,000 | * | 15,735 | * |
| Nicholas Applegate Convertible Fund | 1,460,000 | * | 45,313 | * |
| Nicholas Applegate Global Holdings LP | 35,000 | * | 1,086 | * |
| Nicholas Applegate Investment Grade Convertible | 15,000 | * | 465 | * |
| Nomura Securities International, Inc. | 7,500,000 | * | 232,774 | * |
| Oak Casualty Insurance Company | 30,000 | * | 931 | * |
| Onex Industrial Partners Limited | 5,160,000 | * | 160,148 | * |
| Pacific Life Insurance Co. | 1,500,000 | * | 46,554 | * |
| Palladin Securities LLC | 2,000,000 | * | 62,073 | * |
| Pebble Capital Inc. | 1,760,000 | * | 54,624 | * |
| Pensionskasse Ciba Spezialitatenchemie | 480,000 | * | 14,897 | * |
| Pensionskasse Der Lonza AG | 100,000 | * | 3,103 | * |
| Physicians Life | 169,000 | * | 5,245 | * |
| PIMCO Convertible Fund | 1,150,000 | * | 35,692 | * |
| Radian Asset Guaranty | 2,500,000 | * | 77,591 | * |
| Radian Guaranty Inc. | 3,000,000 | * | 93,109 | * |
| Ram Trading Ltd. | 9,270,000 | * | 287,709 | * |
| RET Pension Plan of the CA State Automobile | 250,000 | * | 7,759 | * |
| San Diego City Retirement | 1,014,000 | * | 31,471 | * |
| San Diego County Convertible | 1,536,000 | * | 47,672 | * |
| Screen Actors Guild Pension Convertible | 465,000 | * | 14,432 | * |
| SG Cowen Securities Corp. | 3,000,000 | * | 93,109 | * |

| <u>Name of Selling Security Holder</u> | <u>Principal Amount of Debentures Beneficially Owned That May Be Sold</u> | <u>Percentage of Debentures Outstanding</u> | <u>Number of Shares of Common Stock That May Be Sold</u> | <u>Percentage of Common Stock Outstanding</u> |
|--|---|---|--|---|
| Silvercreek II Limited | 380,000 | * | 11,793 | * |
| SunAmerica Style Select Series Equity Income Fund | 529,000 | * | 16,418 | * |
| TD Securities (USA) Inc. | 36,750,000 | 3.20% | 1,140,595 | * |
| Travelers: Travelers Equity Income | 520,000 | * | 16,139 | * |
| UBS O Connor LLC f/b/o UBS Global Equity Arbitrage Master Ltd. | 10,000,000 | * | 310,366 | * |
| Variable Insurance Products Fund: Value Portfolio | 6,000 | * | 186 | * |
| Wachovia Bank National Association | 37,905,000 | 3.30% | 1,176,443 | * |
| Wachovia Securities International Ltd. | 10,000,000 | * | 310,366 | * |
| Wake Forest University | 632,000 | * | 19,615 | * |
| Wake Forest University Convertible Arbitrage | 395,000 | * | 12,259 | * |
| WPG Convertible Arbitrage Overseas Master Fund, L.P. | 3,500,000 | * | 108,628 | * |
| Writers Guild Industry Health Fund | 274,000 | * | 8,504 | * |
| Wyoming State Treasurer | 904,000 | * | 28,057 | * |
| Zurich Institutional Benchmarks Master Fund Ltd. | 2,500,000 | * | 77,591 | * |
| Any other holder of debentures or future transferee, pledgee, donee or successor of any holder | 34,933,000 | 3.04% | 1,084,202 | * |

This prospectus supplement supplements the table appearing under the Selling Security Holders section beginning on page 41 of the prospectus by adding the following selling security holders and their information to such table:

| <u>Name of Selling Security Holder</u> | <u>Principal Amount of Debentures Beneficially Owned That May Be Sold</u> | <u>Percentage of Debentures Outstanding</u> | <u>Number of Shares of Common Stock That May Be Sold</u> | <u>Percentage of Common Stock Outstanding</u> |
|--|---|---|--|---|
| Allgemeine Pensionskasse Der SwissAir Group | \$ 690,000 | * | 21,415 | * |
| Alta Partners Holdings LDC | 9,525,000 | * | 295,623 | * |
| Amerisure Mutual Insurance Company | 330,000 | * | 10,242 | * |
| Annapurna Convertible (USD) Ltd. | 100,000 | * | 3,103 | * |
| Annapurna I Convertible Ltd. | 350,000 | * | 10,862 | * |
| Argent Classic Convertible Arbitrage Fund (Bermuda) Ltd. | 11,400,000 | * | 353,817 | * |
| Argent Classic Convertible Arbitrage Fund L.P. | 4,100,000 | * | 127,250 | * |

| Name of Selling Security Holder | Principal Amount of Debentures Beneficially Owned That May Be Sold | Percentage of Debentures Outstanding | Number of Shares of Common Stock That May Be Sold | Percentage of Common Stock Outstanding |
|--|--|--------------------------------------|---|--|
| Auspicious Ltd. | 400,000 | * | 12,414 | * |
| Beamtenversicherungskasse Des Kantons Zurich | 3,800,000 | * | 117,939 | * |
| Bear, Stearns & Co. Inc. | 4,000,000 | * | 124,146 | * |
| Celina Mutual Insurance Company | 15,000 | * | 465 | * |
| Clinton Multistrategy Master Fund, Ltd. | 6,500,000 | * | 201,738 | * |
| Clinton Riverside Convertible Portfolio Limited | 6,500,000 | * | 201,738 | * |
| Convertible Securities Fund | 110,000 | * | 3,414 | * |
| Credit Suisse First Boston Corporation, London Branch | 9,949,000 | * | 308,783 | * |
| Deam Convertible FD | 4,500,000 | * | 139,664 | * |
| Deutsche Banc Alex. Brown Inc. | 9,500,000 | * | 294,847 | * |
| Engineers Joint Pension Fund | 123,000 | * | 3,817 | * |
| Equity & Convertible Fund | 1,460,000 | * | 45,313 | * |
| Equity Income Fund | 225,000 | * | 6,983 | * |
| Experta Hybrid Fund | 300,000 | * | 9,310 | * |
| Experta Hybrid International Fund | 1,000,000 | * | 31,036 | * |
| Experta International Convertible Expert | 3,550,000 | * | 110,180 | * |
| Federated Rural Electric Insurance Exchange | 300,000 | * | 9,310 | * |
| Financial American Life Insurance Company | 15,000 | * | 465 | * |
| First American Properties and Casualty | 15,000 | * | 465 | * |
| First American Specialty | 30,000 | * | 931 | * |
| First Union Securities Inc. | 17,500,000 | 1.52% | 543,140 | * |
| Gemini Sammelstiftung Zur Forderung Der Personalvorsorge | 260,000 | * | 8,069 | * |
| General Motors Employees Global Group Pension Trust | 2,069,000 | * | 64,214 | * |
| Goldman, Sachs & Co. | 7,000,000 | * | 217,256 | * |
| Granville Capital Corporation | 22,000,000 | 1.91% | 682,805 | * |
| Hannover Life Reassurance Company of America | 950,000 | * | 29,484 | * |
| HSBC Trustee Zola Managed Trust | 1,100,000 | * | 34,140 | * |
| J.P. Morgan Securities Inc. | 14,800,000 | 1.29% | 459,342 | * |
| Jefferies & Co. | 5,500,000 | * | 170,701 | * |
| Jefferies Umbrella Fund Global Convertible Bonds | 500,000 | * | 15,518 | * |
| Jefferies Umbrella Fund US Convertible Bonds | 300,000 | * | 9,310 | * |
| KBC Financial Products (Cayman Islands) | 33,500,000 | 2.91% | 1,039,726 | * |

| Name of Selling Security Holder | Principal Amount of Debentures Beneficially Owned That May Be Sold | Percentage of Debentures Outstanding | Number of Shares of Common Stock That May Be Sold | Percentage of Common Stock Outstanding |
|--|--|--------------------------------------|---|--|
| KBC Financial Products USA Inc. | 3,000,000 | * | 93,109 | * |
| LLT Limited | 673,000 | * | 20,887 | * |
| Lyxor Master Fund | 2,400,000 | * | 74,487 | * |
| Midwest Family Mutual Insurance Company | 120,000 | * | 3,724 | * |
| Midwest Security Life | 250,000 | * | 7,759 | * |
| Morgan Stanley & Co. | 6,078,000 | * | 188,640 | * |
| Nations Convertible Securities Fund | 7,140,000 | * | 221,601 | * |
| Nations Equity Income Fund | 920,000 | * | 28,553 | * |
| Nomura Securities International, Inc. | 5,000,000 | * | 155,183 | * |
| Oak Casualty Insurance Company | 40,000 | * | 1,241 | * |
| Oppenheimer Convertible Securities Fund | 5,000,000 | * | 155,183 | * |
| Palladin Securities LLC | 1,000,000 | * | 31,036 | * |
| Pebble Capital Inc. | 1,860,000 | * | 57,728 | * |
| Pensionskasse Ciba Specialty Chemicals | 530,000 | * | 16,449 | * |
| Pensionskasse Der Antalis AG | 140,000 | * | 4,345 | * |
| Pensionskasse Der Ems Chemie AG | 140,000 | * | 4,345 | * |
| Pensionskasse Der Ems Dottikon AG | 250,000 | * | 7,759 | * |
| Pensionskasse Der Lonza AG | 240,000 | * | 7,448 | * |
| Pensionskasse Der Rockwell Automation AG | 180,000 | * | 5,586 | * |
| Pensionskasse Pluss Staufer AG | 150,000 | * | 4,655 | * |
| Pensionskasse Vantico | 250,000 | * | 7,759 | * |
| Personalfursorgestiftung Der Geraude Versicherung Des Kantons Bern | 550,000 | * | 17,070 | * |
| Personalvorsorge Der PV Promea | 320,000 | * | 9,931 | * |
| Quattro Fund Ltd. | 9,000,000 | * | 279,329 | * |
| R ² Investments, LDC | 10,000,000 | * | 310,366 | * |
| Ram Trading Ltd. | 7,270,000 | * | 225,636 | * |
| SG Cowen Securities Corp. Convertible Arbitrage | 15,000,000 | 1.30% | 465,549 | * |
| SunAmerica Style Select Series Equity Income Fund | 759,000 | * | 23,556 | * |
| Susquehanna Capital Group | 10,000,000 | * | 310,366 | * |

| Name of Selling Security Holder | Principal Amount of Debentures Beneficially Owned That May Be Sold | Percentage of Debentures Outstanding | Number of Shares of Common Stock That May Be Sold | Percentage of Common Stock Outstanding |
|--|--|--------------------------------------|---|--|
| TD Securities (USA) Inc. | 42,750,000 | 3.72% | 1,326,815 | * |
| The Philanthropic Pension | 130,000 | * | 4,034 | * |
| Tribeca Investments L.L.C. | 12,000,000 | 1.04% | 372,439 | * |
| UBS O Connor LLC f/b/o UBS Global Equity Arbitrage Master Ltd. | 6,000,000 | * | 186,219 | * |
| UBS Warburg LLC | 1,111,000 | * | 34,481 | * |
| US Bancorp Piper Jaffray | 2,000,000 | * | 62,073 | * |
| Wachovia Bank National Association | 39,000,000 | 3.39% | 1,210,428 | * |
| Wake Forest University | 138,000 | * | 4,283 | * |
| WPG Convertible Arbitrage Overseas Master Fund, L.P. | 4,500,000 | * | 139,664 | * |
| Zazove Convertible Arbitrage Fund L.P. | 350,000 | * | 10,862 | * |
| Zurich Institutional Benchmark Master Fund c/o Quattro Fund | 8,000,000 | * | 248,292 | * |
| Zurich Institutional Benchmarks Master Fund Ltd. | 1,750,000 | * | 54,314 | * |

To our knowledge, none of the selling security holders listed in the second table above has, or within the past three years has had, any material relationship with us or our affiliates, except that:

Convertible Securities Fund, Equity & Convertible Fund, Equity Income Fund, Nations Convertible Securities Fund and Nations Equity Income Fund are affiliates of Banc of America Securities LLC, and Banc of America Securities LLC acted as a co-manager in the private placement of our debentures;

Credit Suisse First Boston Corporation acted as a lead manager in the private placement of our debentures, and its affiliate, Credit Suisse First Boston, is the documentation agent and a lender under our Five Year Credit Agreement, dated as of November 5, 1999, as amended, and the documentation agent and a lender under our Amended and Restated 364-Day Credit Agreement, dated as of November 3, 2000, as renewed and amended;

Deutsche Banc Alex. Brown Inc. acted as a co-manager in the private placement of our debentures, and its affiliate, Deutsche Bank AG, is a lender under our Five Year Credit Agreement, dated as of November 5, 1999, as amended, and a lender under our Amended and Restated 364-Day Credit Agreement, dated as of November 3, 2000, as renewed and amended;

First Union Securities Inc. is an affiliate of Wachovia Bank National Association, and Wachovia Bank National Association is a lender under our Five Year Credit Agreement, dated as of November 5, 1999, as amended;

Goldman, Sachs & Co. served as a lead underwriter in our initial public offering and has, from time to time, provided other financial advisory services to us;

HSBC Trustee Zola Managed Trust is an affiliate of HSBC, and HSBC acted as a co-manager in the private placement of our debentures;

J.P. Morgan Securities Inc. acted as a lead manager in the private placement of our debentures and is the syndication agent under our Five Year Credit Agreement, dated as of November 5, 1999, as amended, and the syndication agent under our Amended and Restated 364-Day Credit Agreement, dated as of November 3, 2000, as renewed and amended, and its affiliate, JP Morgan Chase Bank (formerly known as The Chase Manhattan Bank), is a lender under our Five Year Credit Agreement, dated as of November 5, 1999, as amended, and a lender under our Amended and Restated 364-Day Credit Agreement, dated as of November 3, 2000, as renewed and amended;

Morgan Stanley & Co. served as a lead underwriter in our initial public offering and has, from time to time, provided other financial advisory services to us;

SG Cowen Securities Corp. is an affiliate of Societe Generale, and Societe Generale is a lender under our Five Year Credit Agreement, dated as of November 5, 1999, as amended; and

Wachovia Bank National Association is a lender under our Five Year Credit Agreement, dated as of November 5, 1999, as amended.

The date of this prospectus supplement is May 17, 2002

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