

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)
5301 STEVENS CREEK BLVD, MS 1A-LC

3. Date of Earliest Transaction (Month/Day/Year)
11/19/2007

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	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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(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)		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy) ⁽¹⁾	\$ 35.8	11/19/2007	A						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
Date: 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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