

AGILENT TECHNOLOGIES INC
Form 3/A
May 23, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â HIRSCH DIDIER		(Month/Day/Year)	AGILENT TECHNOLOGIES INC [A]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
				11/21/2007
5301 STEVENS CREEK BLVD.			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input type="checkbox"/> Form filed by More than One Reporting Person
SANTA CLARA,Â CAÂ 95051			(give title below) (specify below)	
(City)	(State)	(Zip)	VP, Corp Controllership, Tax	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	3,429.5208	D	Â
Common Stock	100	I	Held by Spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy) ⁽¹⁾	02/12/2000 ⁽²⁾	02/11/2009	Common Stock	7,515	\$ 41.63	D	Â
Employee Stock Option (Right to Buy) ⁽³⁾	02/04/2001 ⁽²⁾	02/03/2010	Common Stock	31,504	\$ 72.74	D	Â
Employee Stock Option (Right to Buy) ⁽³⁾	05/17/2001 ⁽²⁾	05/16/2010	Common Stock	105	\$ 76.45	D	Â
Employee Stock Option (Right to Buy) ⁽³⁾	11/13/2001 ⁽²⁾	11/12/2010	Common Stock	42,005	\$ 37.53	D	Â
Employee Stock Option (Right to Buy) ⁽³⁾	11/18/2004 ⁽²⁾	11/17/2013	Common Stock	13,126	\$ 27.16	D	Â
Employee Stock Option (Right to Buy) ^{(3) (4)}	11/16/2005 ⁽⁵⁾	11/15/2014	Common Stock	16,802	\$ 21.72	D	Â
Employee Stock Option (Right to Buy) ⁽³⁾	05/17/2006 ⁽⁵⁾	05/16/2015	Common Stock	21,002	\$ 20.87	D	Â
Employee Stock Option (Right to Buy) ⁽³⁾	01/17/2007 ⁽⁵⁾	01/16/2016	Common Stock	17,327	\$ 31.93	D	Â
Employee Stock Option (Right to Buy) ⁽³⁾	11/15/2007 ⁽⁵⁾	11/14/2016	Common Stock	16,500	\$ 33.14	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HIRSCH DIDIER 5301 STEVENS CREEK BLVD. SANTA CLARA, CA 95051	Â	Â	Â VP, Corp Controllership, Tax	Â

Signatures

/s/Marie Oh Huber, attorney-in-fact for Mr. Hirsch 05/23/2008

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Conversion from HP stock options as a result of the June 2, 2000 spin-off of Agilent Technologies, Inc. by Hewlett-Packard Company, in a transaction exempt from Rule 16b-3.
- (2) This option is fully vested and exercisable.
- (3) Right to buy Agilent Technologies, Inc. common stock granted under the Agilent Technologies, Inc. 1999 Stock Plan, in compliance with Rule 16b-3.

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- (4) On November 21, 2007, the reporting person mistakenly reported 10,500 shares on the original Form 3. The correct amount is 16,802.
- (5) The option is exercisable in four equal 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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