AGILENT TECHNOLOGIES INC

Form 4

March 24, 2014

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

Form 5

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

OMB Number:

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January 31, 2005

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SECURITIES

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Huber Marie Oh

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Symbol

(Middle)

(Zip)

AGILENT TECHNOLOGIES INC

[A]

Director 10% Owner

(Check all applicable)

Sr VP, General Counsel & Sec.

3. Date of Earliest Transaction

5301 STEVENS CREEK BLVD, MS 03/21/2014

(Month/Day/Year)

X_ Officer (give title Other (specify below)

1A-LC

(Last)

(City)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SANTA CLARA, CA 95051

		Table	e I - Moli-D	envanve s	ecui i	ues Acqu	ii cu, Disposcu oi	, or belieficial	y Owneu
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acqu Transaction(A) or Disposed o Code (Instr. 3, 4 and 5) (Instr. 8)			of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common	03/21/2014		Code V	Amount 41,567	or (D)	Price \$	Transaction(s) (Instr. 3 and 4) 74,148.67	D	
Stock Common Stock	03/21/2014		M	19,000		29.46 \$ 33.14	93,148.67	D	
Common Stock	03/21/2014		S	60,567	D	\$ 56.6 (1)	32,581.67	D	

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

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(9-02)

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displays a currently valid OMB control number.

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (Right to Buy) (2)	\$ 33.14	03/21/2014		M	19,000	11/15/2007(3)	11/14/2016	Common Stock	19,0
Employee Stock Option (Right to Buy) (2)	\$ 29.46	03/21/2014		M	41,567	11/18/2010(3)	11/17/2019	Common Stock	41,5

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Huber Marie Oh

5301 STEVENS CREEK BLVD, MS 1A-LC SANTA CLARA, CA 95051 Sr VP, General Counsel & Sec.

Signatures

/s/ Stephen D. Williams, attorney-in-fact for Ms.

Huber 03/24/2014

**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) The weighted average sales price was \$56.60 with a range of \$56.56 to \$56.63.
- (2) Right to buy Agilent Technologies, Inc. common stock granted under the Agilent Technologies, Inc. Stock Plan, in compliance with Rule 16b-3.
- (3) The option is fully vested and exercisable

Reporting Owners 2

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