

AGILENT TECHNOLOGIES INC
 Form 4
 March 05, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
CLARK PAUL N

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

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

SANTA CLARA, CA 95051

(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)
			Code	V	Amount	Price	
Common Stock	03/04/2015		M		8,625	\$ 26.16	87,426.178 ⁽¹⁾ D
Common Stock	03/04/2015		M		15,482	\$ 13.89	102,908.178 D
Common Stock	03/04/2015		M		5,794	\$ 24.29	108,702.178 D
Common Stock	03/04/2015		M		8,072	\$ 24.22	116,774.178 D
Common Stock	03/04/2015		S		37,973	\$ 41.87	78,801.178 D

(2)

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 Derivative Security	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 Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Employee Director Stock Option (right to buy) ⁽³⁾	\$ 26.16	03/04/2015		M	8,625	02/27/2008 ⁽⁴⁾	11/18/2017	Common Stock
Non-Employee Director Stock Option (right to buy) ⁽³⁾	\$ 13.89	03/04/2015		M	15,482	03/11/2009 ⁽⁴⁾	11/17/2018	Common Stock
Non-Employee Director Stock Option (right to buy) ⁽³⁾	\$ 24.29	03/04/2015		M	5,794	08/17/2006 ⁽⁴⁾	05/16/2016	Common Stock
Non-Employee Director Stock Option (right to buy) ⁽³⁾	\$ 24.22	03/04/2015		M	8,072	02/27/2007 ⁽⁴⁾	11/14/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLARK PAUL N 5301 STEVENS CREEK BLVD, MS 1A-LC SANTA CLARA, CA 95051	X			

Signatures

/s/ Michael Tang, attorney-in-fact for Mr.
Clark

03/05/2015

__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) 21,571.631 shares were acquired through the Agilent Technologies, Inc. dividend reinvestment plan
- (2) The weighted average sale price was \$41.87 with a range of \$41.74 - \$42.04.
- (3) Right to buy Agilent Technologies, Inc. common stock granted under the Agilent Technologies, Inc. 1999 Non-Employee Director Stock Plan.
- (4) The option is fully vested and exercisable

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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