

AGILENT TECHNOLOGIES INC

Form 4

December 10, 2001

<p>FORM 4</p> <p>[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p>	<p>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</p> <p>Washington, D.C. 20549</p> <p>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</p> <p>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(f) of the Investment Company Act of 1940</p>	<p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287 Expires: December 31, 2001 Estimated average burden hours per response. 0.5</p>
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<p>1. Name and Address of Reporting Person*</p> <p>Nordlund, D. Craig</p> <hr/> <p>(Last) (First) (Middle)</p> <p>395 Page Mill Road, MS A3-18</p> <hr/> <p>(Street)</p> <p>Palo Alto, CA 94306</p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p>Agilent Technologies, Inc. (A)</p> <hr/> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>	<p>4. Statement for (Month/Year)</p> <p>November 2001</p> <hr/> <p>5. If Amendment, Date of Original (Month/Year)</p>	<p>6. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>_____ Director _____ 10%</p> <p>Owner _____ Officer _____</p> <p>Other _____</p> <p>Officer/Other Description Senior Vice President, General Counsel and Secretary</p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Individual Filing</p> <p><input type="checkbox"/> Joint/Group Filing</p>
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code and Voluntary Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5)	5. Amount of Securities Beneficially Owned at End of Month (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 A/D Price			
Common Stock				19,031.15	D	
Common Stock				38.00	I	Custodian for first daughter
Common Stock				38.00	I	Custodian for second daughter
Common Stock				38.00	I	Custodian for son

(over)
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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)	4. Transaction Code and Voluntary Code (V) Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr.4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
			Code V		(DE) (ED)					
Employee Stock Option (right to buy) (1)	\$25.67	11/26/2001	A V	(A) 150,000	11/26/2002 (2) 11/25/2011	Common Stock - 150,000		150,000	D	
Employee Stock Option (right to buy)	\$30.26				11/21/1997 11/20/2006	Common Stock - 6,940		6,940	D	
Employee Stock Option (right to buy)	\$35.59				11/20/1998 11/19/2007	Common Stock - 8,155		8,155	D	
Employee Stock Option (right to buy)	\$43.71				02/12/2000 02/11/2009	Common Stock - 17,351		17,351	D	
Employee Stock Option (right to buy)	\$30.00				11/17/2000 11/17/2009	Common Stock - 13,585		13,585	D	
Employee Stock Option (right to buy)	\$30.00				11/18/2000 11/17/2009	Common Stock - 75,000		75,000	D	
Employee Stock Option (right to buy)	\$30.00				11/20/2000 11/17/2009	Common Stock - 5,434		5,434	D	
Employee Stock Option (right to buy)	\$45.00				12/03/2000 12/02/2009	Common Stock - 20,000		20,000	D	
Employee Stock Option (right to buy)	\$58.85				12/14/2001 12/13/2010	Common Stock - 75,000		75,000	D	

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buy)										
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Explanation of Responses :

** Intentional misstatements or omissions of facts _____
 constitute Federal Criminal Violations. 12-07-2001 -

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). **** Signature of Reporting Person**
 Date

Note: File three copies of this Form, one of
 which must be manually signed. If space is
 insufficient,
 See Instruction 6 for procedure.

Marie Oh Huber / Attorney-in-fact
D. Craig Nordlund

Potential persons who are to respond to the
 collection of information contained in this form
 are not
 required to respond unless the form displays a
 currently valid OMB number.

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<p>FOOTNOTE Descriptions for Agilent Technologies, Inc. (A)</p> <p>Form 4 - November 2001</p> <p>D. Craig Nordlund 395 Page Mill Road, MS A3-18</p> <p>Palo Alto, CA 94306</p> <hr/> <p>Explanation of responses:</p> <p>(1) Right to buy Agilent Technologies, Inc. common stock granted under the Agilent Technologies, Inc. 1999 Stock Plan complying with Rule 16b-3.</p> <p>(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.</p>

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