

Edgar Filing: AGILENT TECHNOLOGIES INC - Form SC 13G/A

AGILENT TECHNOLOGIES INC
Form SC 13G/A
January 18, 2002

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934
(Amendment No. 2)

Agilent Technologies, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

00846U 10 1

(CUSIP Number)

December 31, 2001

(Date of Event which Requires Filing of Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 00846U 10 1

1 NAMES OF REPORTING PERSONS: The David and Lucile Packard Foundation

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

3 SEC Use Only

4 CITIZENSHIP OR PLACE OF ORGANIZATION California

NUMBER OF SHARES 5 SOLE VOTING POWER 38,727,525 shares
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

6 SHARED VOTING POWER None

7 SOLE DISPOSITIVE POWER 38,727,525 shares

8 SHARED DISPOSITIVE POWER None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 38,727,525

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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Agilent Technologies, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:

395 Page Mill Road, Palo Alto, CA 94306

Item 2(a) Name of Person Filing:

The David and Lucile Packard Foundation.

Item 2(b) Address of Principal Business Office or, if none, Residence:

300 Second Street, Los Altos, CA 94022

Item 2(c) Citizenship:

California.

Item 2(d) Title of Class of Securities:

Common Stock

Item 2(e) CUSIP Number:

00486U 10 1

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Item 3. If this statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or Dealer registered under Section 15 of the Act
- (b) Bank as defined in section 3(a) (6) of the Act
- (c) Insurance Company as defined in section 3(a) (19) of the Act
- (d) Investment Company registered under section 8 of the Investment Company Act
- (e) Investment Adviser in accordance with Section 240.13d-1(b) (1) (ii) (E) *
- (f) An employee benefit plan or an endowment fund in accordance with Section 240.13d-1(b) (1) (ii) (F)
- (g) Parent holding company or control person in accordance with Section 240.13d-1(b) (ii) (G)
- (h) A saving association as defined in Section 3(b) of the Federal Deposit Insurance Act
- (i) A church plan that is excluded from the definition of an investment company under section 3(c) (14) of the Investment Company Act of 1940
- (j) Group, in accordance with Section 240.13d-1(b) (ii) (J)

Item 4. Ownership

(a) Amount beneficially owned: 38,727,525

(b) Percent of Class: 8.2%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 38,727,525

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- (ii) Shared power to vote or to direct the vote: 0
- (iii) Sole power to dispose or to direct the disposition of: 38,727,525
- (iv) Shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not applicable.

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Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certifications

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the Issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 15, 2002.

THE DAVID AND LUCILE PACKARD FOUNDATION

By: _____ /s/ George A. Vera

Name/Title: George A. Vera - Chief Financial Officer

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001).

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