

AGILENT TECHNOLOGIES INC
Form 4
March 15, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
SULLIVAN WILLIAM P

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

03/11/2010

President and CEO

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

SANTA CLARA, CA 95051

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 03/11/2010 | | M | | 89,262 | A | \$ 27.16 406,250 D |
| Common Stock | 03/11/2010 | | S | | 89,262 | D | \$ 33.364 316,988 D (1) |
| Common Stock | 03/11/2010 | | M | | 113,122 | A | \$ 19 430,110 D |
| Common Stock | 03/11/2010 | | S | | 113,122 | D | \$ 33.456 316,988 D (2) |

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Common Stock 9,709.033 ⁽³⁾ I By 401(k) Plan

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

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SEC 1474 (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 Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Employee Stock Option (Right to Buy) | \$ 27.16 | 03/11/2010 | | M | 89,262 | 11/18/2004 11/17/2013 | Common Stock 89,262 |
| Employee Stock Option (Right to Buy) | \$ 19 | 03/11/2010 | | M | 113,122 | 11/18/2009 11/17/2018 | Common Stock 113,122 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SULLIVAN WILLIAM P 5301 STEVENS CREEK BLVD, MS 1A-LC SANTA CLARA, CA 95051 | X | | President and CEO | |

Signatures

/s/ Stephen D. Williams, attorney-in-fact for Mr. Sullivan 03/15/2010

**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).

The weighted average sales price was \$33.364 with a range of \$33.265 to \$33.50. The actual sales prices are as follow: 10,800 shares sold at \$33.265; 500 shares sold at \$33.28; 100 shares sold at \$33.285; 100 shares sold at \$33.29; 300 shares sold at \$33.295; 1,562 shares sold at \$33.30; 1,200 shares sold at \$33.305; 5,100 shares sold at \$33.31; 100 shares sold at \$33.315; 6,500 shares sold at \$33.32; 10,300 shares sold at \$33.325; 1,300 shares sold at \$33.328; 100 shares sold at \$33.329; 6,598 shares sold at \$33.33; 500 shares sold at \$33.335; 1,200 shares sold at \$33.34; 100 shares sold at \$33.345; 500 shares sold at \$33.35; 500 shares sold at \$33.355; 2,100 shares sold at

(1) \$33.36; 100 shares sold at \$33.365; 100 shares sold at \$33.369; 1,400 shares sold at \$33.37; 700 shares sold at \$33.38; 100 shares sold at \$33.385; 800 shares sold at \$33.39; 200 shares sold at \$33.392; 100 shares sold at \$33.395; 2,800 shares sold at \$33.40; 2,300 shares sold at \$33.41; 100 shares sold at \$33.411; 1,500 shares sold at \$33.42; 9,502 shares sold at \$33.43; 4,200 shares sold at \$33.435; 1,100 shares sold at \$33.438; 100 shares sold at \$33.439; 6,500 shares sold at \$33.44; 1,800 shares sold at \$33.45; 2,500 shares sold at \$33.455; 1,100 shares sold at \$33.46; 100 shares sold at \$33.465; 2,100 shares sold at \$33.47; 100 shares sold at \$33.47; 300 shares sold at \$33.49; and 200 shares sold at \$33.50.

The weighted average sales price was \$33.456 with a range of \$33.265 to \$33.545. The actual sales prices are as follow: 100 shares sold at \$33.265; 300 shares sold at \$33.28; 300 shares sold at \$33.30; 100 shares sold at \$33.305; 1,100 shares sold at \$33.31; 900 shares sold at \$33.32; 100 shares sold at \$33.325; 1,000 shares sold at \$33.33; 100 shares sold at \$33.335; 300 shares sold at \$33.34; 200 shares sold at \$33.35; 200 shares sold at \$33.355; 503 shares sold at \$33.36; 300 shares sold at \$33.365; 800 shares sold at \$33.37; 200 shares sold at \$33.375; 1,000 shares sold at \$33.38; 300 shares sold at \$33.385; 2,500 shares sold at \$33.39; 600 shares sold at \$33.395; 2,900 shares sold at \$33.40; 2,400 shares sold at \$33.41; 3,600 shares sold at \$33.42; 300 shares sold at \$33.425; 4,300 shares sold at \$33.43; 8,900 shares sold at \$33.435; 7,600 shares sold at \$33.44; 900 shares sold at \$33.445; 3,100 shares sold at \$33.45; 900 shares sold at \$33.455; 4,000 shares sold at \$33.46; 300 shares sold at \$33.465; 10,600 shares sold at \$33.47; 19 shares sold at \$33.471; 3,800 shares sold at \$33.475; 800 shares sold at \$33.477; 11,500 shares sold at \$33.48; 200 shares sold at \$33.483; 5,900 shares sold at \$33.485; 9,700 shares sold at \$33.49; 6,600 shares sold at \$33.495; 8,200 shares sold at \$33.50; 100 shares sold at \$33.505; 2,300 shares sold at \$33.51; 500 shares sold at \$33.515; 1,200 shares sold at \$33.52; 100 shares sold at \$33.525; 800 shares sold at \$33.53; 100 shares sold at \$33.535; 400 shares sold at \$33.54; and 200 shares sold at \$33.545.

(3) The information in this report is based on a plan statement dated March 5, 2010 for the period ending February 28, 2010.

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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