

AGILENT TECHNOLOGIES INC
Form 4
May 25, 2011

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

05/23/2011

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	05/23/2011		M		22,578	A	\$ 23.16 339,566 D
Common Stock	05/23/2011		S		22,578	D	\$ 49 316,988 D
Common Stock	05/23/2011		M		224,311	A	\$ 33.04 541,299 D
Common Stock	05/23/2011		S		224,311	D	\$ 49.059 316,988 D
	05/23/2011		M		113,122	A	\$ 19 430,110 D

Common
Stock

Common Stock 05/23/2011 S 113,122 D \$ 48.653 316,988 D
(2)

Common Stock 9,678.722 I By 401(k) Plan

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

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

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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)	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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Security
Employee Stock Option (Right to Buy)	\$ 23.16	05/23/2011		M	22,578	03/01/2006 ⁽³⁾	02/28/2015	Common Stock	22,578
Employee Stock Option (Right to Buy)	\$ 33.04	05/23/2011		M	224,311	11/15/2006 ⁽³⁾	11/14/2015	Common Stock	224,311
Employee Stock Option (Right to Buy)	\$ 19	05/23/2011		M	113,122	11/18/2009 ⁽³⁾	11/17/2018	Common Stock	113,122

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

