

AGILENT TECHNOLOGIES INC  
 Form 3  
 March 24, 2005

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Â CHANG DICK M                            |         | (Month/Day/Year)                     | AGILENT TECHNOLOGIES INC [A]   |  |
| (Last)                                    | (First) | (Middle)                             | 03/15/2005   |  |
| 395 PAGE MILL ROAD, MS                    |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| A3-18                                     |         |                                      | (Check all applicable)   |  |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| PALO ALTO,Â CAÂ 94306                     |         |                                      | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| (City)                                    | (State) | (Zip)                                | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | Senior Vice President  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 6,162.58  | D  | Â   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|  | Date Exercisable   | Title   |  |  |   |

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|  |                           | Expiration<br>Date |                 | Amount or<br>Number of<br>Shares |          | or Indirect<br>(I)<br>(Instr. 5) |   |
|--|---------------------------|--------------------|-----------------|----------------------------------|----------|----------------------------------|---|
| Employee Stock<br>Option (right to buy) <u>(1)</u> | 02/12/2000 <sup>(2)</sup> | 02/11/2009         | Common<br>Stock | 7,808                            | \$ 43.71 | D                                | Â |
| Employee Stock<br>Option (right to buy) <u>(3)</u> | 11/18/2000 <sup>(2)</sup> | 11/17/2009         | Common<br>Stock | 40,000                           | \$ 30    | D                                | Â |
| Employee Stock<br>Option (right to buy) <u>(3)</u> | 05/17/2003 <sup>(4)</sup> | 05/16/2010         | Common<br>Stock | 100                              | \$ 80.28 | D                                | Â |
| Employee Stock<br>Option (right to buy) <u>(3)</u> | 09/28/2001 <sup>(2)</sup> | 09/27/2010         | Common<br>Stock | 20,000                           | \$ 47.25 | D                                | Â |
| Employee Stock<br>Option (right to buy) <u>(3)</u> | 11/13/2001 <sup>(2)</sup> | 11/12/2010         | Common<br>Stock | 70,000                           | \$ 39.41 | D                                | Â |
| Employee Stock<br>Option (right to buy) <u>(3)</u> | 11/26/2002 <sup>(5)</sup> | 11/25/2011         | Common<br>Stock | 70,000                           | \$ 25.67 | D                                | Â |
| Employee Stock<br>Option (right to buy) <u>(3)</u> | 03/01/2003 <sup>(5)</sup> | 02/29/2012         | Common<br>Stock | 30,000                           | \$ 32.35 | D                                | Â |
| Employee Stock<br>Option (right to buy) <u>(3)</u> | 11/19/2003 <sup>(5)</sup> | 11/18/2012         | Common<br>Stock | 100,000                          | \$ 15.89 | D                                | Â |
| Employee Stock<br>Option (right to buy) <u>(3)</u> | 01/26/2005 <sup>(5)</sup> | 01/25/2014         | Common<br>Stock | 40,000                           | \$ 33.53 | D                                | Â |
| Employee Stock<br>Option (right to buy) <u>(3)</u> | 01/24/2006 <sup>(5)</sup> | 01/23/2015         | Common<br>Stock | 30,000                           | \$ 21.65 | D                                | Â |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| CHANG DICK M<br>395 PAGE MILL ROAD, MS A3-18<br>PALO ALTO, CA 94306 | Â             | Â         | Â Senior Vice President | Â     |

## Signatures

By: Marie Oh Huber /  
Attorney-in-fact

03/24/2005

      \*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Conversion from HP stock options to Agilent stock options as a result of the June 2, 2000 spin-off of Agilent Technologies, Inc. by Hewlett-Packard Company, in a transaction exempt from Rule 16b-3.
- (2) The option vested in 25% increments annually, beginning on the stated date exercisable. As of the date of this report, the option is fully exercisable.

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- (3) Right to buy Agilent Technologies, Inc. common stock granted, under the Agilent Technologies, Inc. 1999 Stock Plan, in compliance with Rule 16b-3.
- (4) The option was fully exercisable on this date.
- (5) 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.

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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