

AGILENT TECHNOLOGIES INC
Form 4
June 05, 2008

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

06/03/2008

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)
			Code	V	Amount	Price	
Common Stock	06/03/2008		M		21,399	\$ 28.57	A 209,854 D
Common Stock	06/03/2008		M		7,132	\$ 28.57	A 216,986 D
Common Stock	06/03/2008		M		157,522	\$ 28.57	A 374,508 D
Common Stock	06/03/2008		M		12,839	\$ 28.57	A 387,347 D
Common Stock	06/03/2008		F		100	\$ 36.72	D 387,247 D

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Common Stock	06/03/2008	F	400	D	\$ 36.73	386,847	D
Common Stock	06/03/2008	F	300	D	\$ 36.74	386,547	D
Common Stock	06/03/2008	F	200	D	\$ 36.75	386,347	D
Common Stock	06/03/2008	F	600	D	\$ 36.77	385,747	D
Common Stock	06/03/2008	F	100	D	\$ 36.78	385,647	D
Common Stock	06/03/2008	F	2,800	D	\$ 36.79	382,847	D
Common Stock	06/03/2008	F	17,700	D	\$ 36.8	365,147	D
Common Stock	06/03/2008	F	5,800	D	\$ 36.81	359,347	D
Common Stock	06/03/2008	F	5,500	D	\$ 36.82	353,847	D
Common Stock	06/03/2008	F	22,295	D	\$ 36.83	331,552	D
Common Stock	06/03/2008	F	12,500	D	\$ 36.86	319,052	D
Common Stock	06/03/2008	F	15,146	D	\$ 36.87	303,906	D
Common Stock	06/03/2008	F	4,200	D	\$ 36.88	299,706	D
Common Stock	06/03/2008	F	12,900	D	\$ 36.89	286,806	D
Common Stock	06/03/2008	F	4,600	D	\$ 36.9	282,206	D
Common Stock	06/03/2008	F	5,700	D	\$ 36.91	276,506	D
Common Stock	06/03/2008	F	1,000	D	\$ 36.92	275,506	D
Common Stock	06/03/2008	F	1,600	D	\$ 36.93	273,906	D
Common Stock	06/03/2008	F	1,400	D	\$ 36.94	272,506	D
Common Stock	06/03/2008	F	300	D	\$ 36.95	272,206	D
	06/03/2008	F	100	D		272,106	D

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Common Stock					\$ 36.97			
Common Stock	06/03/2008		F	100	D	\$ 36.98	272,006	D
Common Stock	06/03/2008		F	21,271	D	\$ 37	250,735	D
Common Stock	06/03/2008		F	4,200	D	\$ 37.01	246,535	D
Common Stock							9,692,512	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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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)	
						Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 28.57	06/03/2008		M	21,399	11/19/2001	11/17/2009	Common Stock	21,399
Employee Stock Option (Right to Buy)	\$ 28.57	06/03/2008		M	7,132	11/20/2000	11/17/2009	Common Stock	7,132
Employee Stock Option (Right to Buy)	\$ 28.57	06/03/2008		M	157,522	11/18/2000	11/17/2009	Common Stock	157,522
Employee Stock	\$ 28.57	06/03/2008		M	12,839	11/17/2000	11/17/2009	Common Stock	12,839

