

DILLON ADRIAN T

Form 4

March 15, 2010

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DILLON ADRIAN T

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)
5301 STEVENS CREEK BLVD, MS
1A-LC

3. Date of Earliest Transaction
(Month/Day/Year)
03/11/2010

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
EVP, Finance & Admin., CFO

(Street)
SANTA CLARA, CA 95051

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	(A) or (D)	Price			
Common Stock	03/11/2010		M		110,029	A	\$ 26	239,954.257	D	
Common Stock	03/11/2010		S		110,029	D	<u>\$ 33.43⁽¹⁾</u>	129,925.257	D	
Common Stock	03/11/2010		M		56,707	A	\$ 27.16	186,632.257	D	
Common Stock	03/11/2010		S		56,707	D	<u>\$ 33.433⁽²⁾</u>	129,925.257	D	

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

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(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)	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 26	03/11/2010		M	110,029	12/03/2002 12/02/2011	Common Stock	110,0
Employee Stock Option (Right to Buy)	\$ 27.16	03/11/2010		M	56,707	11/18/2004 11/17/2013	Common Stock	56,70

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DILLON ADRIAN T 5301 STEVENS CREEK BLVD, MS 1A-LC SANTA CLARA, CA 95051	EVP, Finance & Admin., CFO

Signatures

/s/ Stephen D. Williams, attorney-in-fact for Mr.
Dillon

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).

- (1) The weighted average sales price was \$33.43 with a range of \$33.40 to \$33.50. The actual sales prices are as follow: 5,424 shares sold at \$33.40; 8,800 shares sold at \$33.405; 1,600 shares sold at \$33.408; 100 shares sold at \$33.409; 7,776 shares sold at \$33.41; 10,520 shares sold at \$33.415; 1,200 shares sold at \$33.418; 12,600 shares sold at \$33.42; 700 shares sold at \$33.425; 20,900 shares sold at \$33.43;

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21,500 shares sold at \$33.435; 880 shares sold at \$33.438; 100 shares sold at \$33.439; 2,100 shares sold at \$33.44; 1,600 shares sold at \$33.45; 2,400 shares sold at \$33.46; 2,000 shares sold at \$33.47; 5,000 shares sold at \$33.48; 100 shares sold at \$33.481; 4,536 shares sold at \$33.49; 100 shares sold at \$33.495; and 93 shares sold at \$33.50.

- (2) The weighted average sales price was \$33.433 with a range of \$33.405 to \$33.505. The actual sales prices are as follow: 10,900 shares sold at \$33.405; 1,500 shares sold at \$33.408; 500 shares sold at \$33.41; 12,600 shares sold at \$33.415; 1,200 shares sold at \$33.418; 400 shares sold at \$33.419; 1,500 shares sold at \$33.42; 900 shares sold at \$33.425; 2,700 shares sold at \$33.43; 11,000 shares sold at \$33.435; 400 shares sold at \$33.438; 1,100 shares sold at \$33.44; 200 shares sold at \$33.45; 100 shares sold at \$33.455; 300 shares sold at \$33.46; 576 shares sold at \$33.47; 600 shares sold at \$33.478; 4,524 shares sold at \$33.48; 3,035 shares sold at \$33.49; 100 shares sold at \$33.491; 265 shares sold at \$33.492; 1,600 shares sold at \$33.495; 107 shares sold at \$33.50; and 600 shares sold at \$33.505.

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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