

HIRSCH DIDIER
Form 4
November 15, 2012

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 *
HIRSCH DIDIER

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.

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/13/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP and CFO

SANTA CLARA, CA 95051

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 or (D) Price			
Common Stock	04/30/2012		J	V 708.417 (1) A \$ 35.853	40,587.6608 (4)	D	
Common Stock	11/13/2012		A	8,827 (2) A \$ 36.33	49,414.6608	D	
Common Stock	11/13/2012		F	283 D \$ 36.33	49,131.6608	D	
Common Stock	11/13/2012		A	5,358 (3) A \$ 36.33	54,489.6608	D	
Common Stock	11/13/2012		F	171 D \$ 36.33	54,318.6608	D	

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On November 13, 2012, pursuant to the Agilent Technologies, Inc. Long-Term Performance Program, 5,358 shares of common stock of

(3) Agilent Technologies, Inc. were awarded to the reporting person. Under the Agilent Technologies, Inc. Deferred Compensation Plan, the reporting person has elected to defer 5,017 of such shares of common stock.

(4) Includes 231.235 shares acquired through the Agilent Technologies, Inc. dividend reinvestment plan.

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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