#### Edgar Filing: AGILENT TECHNOLOGIES INC - Form 4

#### AGILENT TECHNOLOGIES INC

Form 4

November 16, 2007

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

**OMB APPROVAL** 

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

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

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

AGILENT TECHNOLOGIES INC

[A]

3. Date of Earliest Transaction

(Month/Day/Year)

(Check all applicable) Director 10% Owner

Other (specify X\_ Officer (give title below)

5301 STEVENS CREEK BLVD, MS 11/14/2007

(Middle)

1A-LC

(Last)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

EVP, Finance & Admin., CFO

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

| SANTA CLARA, CA 9505 |
|----------------------|
|----------------------|

| (City)                               | (State)                                 | (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |   |   |         |           |             |  |  |   |  |
|--------------------------------------|---|--|---|---|---------|-----------|-------------|--|--|---|--|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year)                            | 3. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) |   |         |           | <b>)</b> )  | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|                                      |   |  | Code  | V | Amount  | or<br>(D) | Price       | (Instr. 3 and 4)   | (msu. 1)   |   |  |
| Common<br>Stock                      | 10/31/2007                              |  | J <u>(1)</u>  | V | 250.2   | A         | \$<br>28.98 | 115,628.35   | D  |   |  |
| Common<br>Stock                      | 11/14/2007                              |  | A(2)  |   | 107,114 | A         | \$ 34.2     | 222,742.35   | D  |   |  |
| Common<br>Stock                      | 11/14/2007                              |  | F   |   | 25,280  | D         | \$ 34.2     | 197,462.35   | D  |   |  |
| Common<br>Stock                      |   |  |   |   |         |           |             | 22,645.27 (3)  | I  | By 401(k)<br>Plan   |  |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.         | 5.         | 6. Date Exerc | cisable and       | 7. Title an     | d 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-------------------|-----------------|---------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transactio | onNumber   | Expiration Da | ate               | Amount of       | f Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/   | Year)             | Underlying      | g Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivative | e             |                   | Securities      | (Instr. 5)    | Bene   |
|             | Derivative  |                     |                    |            | Securities |               |                   | (Instr. 3 ar    | nd 4)         | Own    |
|             | Security    |                     |                    |            | Acquired   |               |                   |                 |               | Follo  |
|             | •           |                     |                    |            | (A) or     |               |                   |                 |               | Repo   |
|             |             |                     |                    |            | Disposed   |               |                   |                 |               | Trans  |
|             |             |                     |                    |            | of (D)     |               |                   |                 |               | (Instr |
|             |             |                     |                    |            | (Instr. 3, |               |                   |                 |               |        |
|             |             |                     |                    |            | 4, and 5)  |               |                   |                 |               |        |
|             |             |                     |                    |            |            |               |                   | Δm              | nount         |        |
|             |             |                     |                    |            |            |               |                   | or              | lount         |        |
|             |             |                     |                    |            |            | Date          | Expiration e Date |                 | mber          |        |
|             |             |                     |                    |            |            | Exercisable   |                   | Title Number of | illoci        |        |
|             |             |                     |                    | Code V     | (A) (D)    |               |                   | Sha             | ares          |        |

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> 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/ Marie Oh Huber, attorney-in-fact for Mr. Dillon

11/16/2007

\*\*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).
- Shares acquired in an Employee Stock Purchase Plan under Section 423 of the Internal Revenue Code of 1986, as amended, in a **(1)** transaction exempt under Rule 16b-3.
- On November 14, 2007, 107,114 shares of common stock of Agilent Technologies, Inc. were awarded to the reporting person pursuant to (2) the Agilent Technologies, Inc. Long-Tem Performance Program. Under the Agilent Technologies, Inc. Deferred Compensation Plan, the reporting person has elected to defer 52,780 of such shares of common stock.
- Shares currently held under the 401(K) plan, exempt under the Rule 16b-3(c). The information in this report is based on a plan statement dated November 6, 2007 for the period ending October 31, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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