

AGILENT TECHNOLOGIES INC  
 Form 4  
 February 18, 2010

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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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)  
 5301 STEVENS CREEK BLVD, MS  
 1A-LC

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/16/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President and CEO

(Street)  
 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 Price		
Common Stock	02/16/2010		M		\$ 24.45 632,032	D	
Common Stock	02/16/2010		S		\$ 30.052 316,988 <u>(1)</u>	D	
Common Stock	02/16/2010		M		\$ 21.72 450,881	D	
Common Stock	02/16/2010		S		\$ 30.059 316,988 <u>(2)</u>	D	

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Common Stock 9,717,546 <sup>(3)</sup> 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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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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 24.45	02/16/2010		M	315,044	11/26/2002 11/25/2011	Common Stock 315,0
Employee Stock Option (Right to Buy)	\$ 21.72	02/16/2010		M	133,893	11/16/2005 11/15/2014	Common Stock 133,8

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SULLIVAN WILLIAM P 5301 STEVENS CREEK BLVD, MS 1A-LC SANTA CLARA, CA 95051	X		President and CEO	

## Signatures

/s/ Stephen D. Williams, attorney-in-fact for Mr. Sullivan 02/18/2010

\*\*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 \$30.052 with a range of \$30.045 to \$30.118. The actual sales prices are as follow: 300 shares sold at \$30.045; 300,200 shares sold at \$30.05; 500 shares sold at \$30.055; 100 shares sold at \$30.058; 100 shares sold at \$30.065; 3,200 shares sold at \$30.075; 1,000 shares sold at \$30.078; 600 shares sold at \$30.08; 4,444 shares sold at \$30.095; 400 shares sold at \$30.10; 3,400 shares sold at \$30.115; and 800 shares sold at \$30.118.

(2) The weighted average sales price was \$30.059 with a range of \$30.00 to \$30.099. The actual sales prices are as follow: 1,684 shares sold at \$30.00; 3,100 shares sold at \$30.005; 1,700 shares sold at \$30.008; 500 shares sold at \$30.01; 200 shares sold at \$30.015; 700 shares sold at \$30.025; 11,216 shares sold at \$30.05; 39,079 shares sold at \$30.055; 7,300 shares sold at \$30.058; 28,600 shares sold at \$30.06; 17,614 shares sold at \$30.065; 1,000 shares sold at \$30.068; 5,400 shares sold at \$30.07; 100 shares sold at \$30.075; 200 shares sold at \$30.08; 10,100 shares sold at \$30.085; 200 shares sold at \$30.088; 4,900 shares sold at \$30.09; 200 shares sold at \$30.095; and 100 shares sold at \$30.099.

(3) The information in this report is based on a plan statement dated February 5, 2010 for the period ending January 31, 2010.

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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