AGILENT TECHNOLOGIES INC
Form 4
September 19, 2002
SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

OMB APPROVAL

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

1. Name and Address of Reporting Person*
Saponas, Thomas A.

(Last) (First) (Middle)
395 Page Mill Road, MS A3-18

(Street)
Palo Alto, CA 94306

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Agilent Technologies, Inc. (A)

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

4. Statement for (Month/Day/Year)
September 17, 2002

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

_____ Director _____
10% Owner
__X__ Officer _____
Other

Officer/Other Description **Senior Vice President and Chief Technology Officer**

7. Individual or Joint/Group Filing (Check Applicable Line)

X Individual Filing
_ Joint/Group Filing

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code and Voluntary Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5)	5. Amount of Securities Beneficially Owned Following Reported Transactions (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/D | Price			
Common Stock	**09/17/2002**	**S** |	**4,326.00** | **D** | **$14.65**		**D**	
Common Stock	**09/17/2002**	**S** |	**2,000.00** | **D** | **$14.76**	**13,971.78**	**D**	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

(over)
SEC 1474 (3-99)

Saponas, Thomas A. - September 2002

Form 4 (continued)

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)	4. Transaction Code and Voluntary (V) Code (Instr.8) Code | V	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year) (DE) | (ED)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transactionsh (Instr.4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
Employee Stock Option (right to buy)	**$14.54**				**11/17/1995 | 11/16/2004**	**Common Stock - 13,603**		**13,603**	**D**	
Employee Stock Option (right to buy)	**$25.92**				**11/17/1996 | 11/16/2005**	**Common Stock - 10,688**		**10,688**	**D**	
Employee Stock Option (right to buy)	**$30.26**				**11/21/1997 | 11/20/2006**	**Common Stock - 8,502**		**8,502**	**D**	
Employee Stock Option (right to buy)	**$35.59**				**11/20/1998 | 11/19/2007**	**Common Stock - 10,410**		**10,410**	**D**	
Employee Stock Option (right to buy)	**$34.11**				**11/19/1999 | 11/18/2008**	**Common Stock - 20,821**		**20,821**	**D**	
Employee Stock Option (right to buy)	**$30.00**				**11/17/2000 | 11/17/2009**	**Common Stock - 17,932**		**17,932**	**D**	
Employee Stock Option (right to buy)	**$30.00**				**11/18/2000 | 11/17/2009**	**Common Stock - 75,000**		**75,000**	**D**	
Employee Stock Option (right to buy)	**$30.00**				**11/20/2000 | 11/17/2009**	**Common Stock - 16,981**		**16,981**	**D**	
Employee Stock Option (right to buy)	**$30.00**				**11/19/2001 | 11/17/2009**	**Common Stock - 20,378**		**20,378**	**D**	

Employee Stock Option (right to buy)	**$58.85**				**12/14/2001 | 12/13/2010**	**Common Stock - 50,000**		**50,000**	**D**	
Employee Stock Option (right to buy)	**$25.67**				**11/26/2002 | 11/25/2011**	**Common Stock - 100,000**		**100,000**	**D**	

Explanation of Responses :

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.

By: Marie Oh Huber / Attorney-in-fact

_____ –

09-19-2002

** Signature of Reporting Person

Date

Power of Attorney