

AGILENT TECHNOLOGIES INC

Form 4

November 21, 2002

SEC Form 4

<b>FORM 4</b>  [ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> Washington, D.C. 20549  <b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b>  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	<b>OMB APPROVAL</b>  OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response: . . . . 0.5	
1. Name and Address of Reporting Person* <b>Sullivan, William P.</b>  <div style="display: flex; justify-content: space-between;"> <span>(Last)</span> <span>(First)</span> <span>(Middle)</span> </div> <b>395 Page Mill Road, MS A3-18</b>  <div style="text-align: center;">(Street)</div> <b>Palo Alto, CA 94306</b>  <div style="display: flex; justify-content: space-between;"> <span>(City)</span> <span>(State)</span> <span>(Zip)</span> </div>	2. Issuer Name and Ticker or Trading Symbol  <b>Agilent Technologies, Inc. (A)</b>  3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for (Month/Date/Year)  <b>November 19, 2002</b>  5. If Amendment, Date of Original (Month/Year)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <div style="display: flex; justify-content: space-between;"> <span>_____ Director _____</span> </div> <div style="display: flex; justify-content: space-between;"> <span>10% Owner _____</span> </div> <div style="display: flex; justify-content: space-between;"> <span><input checked="" type="checkbox"/> Officer _____</span> </div> Other _____  Officer/Other Description <b>Executive Vice President &amp; Chief Operating Officer</b>  7. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Individual Filing <input type="checkbox"/> 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 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/D   Price			
Common Stock	10/31/2002	J (1)   V	4.23   A	382.23	I	By 401(k) plan
Common Stock				3.00	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)  
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**Form 4 (continued)****Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

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(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 Code (Instr.8)	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)	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 Transaction(s) (Instr.4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
			Code I V		(DE)   (ED)					
Employee Stock Option (right to buy)	\$15.89	11/19/2002	A I	(A) 250,000	11/19/2003 (2)   11/18/2012	Common Stock - 250,000		250,000	D	
Employee Stock Option (right to buy)	\$30.26				11/21/1997   11/20/2006	Common Stock - 2,168		2,168	D	
Employee Stock Option (right to buy)	\$35.59				11/20/1998   11/19/2007	Common Stock - 6,072		6,072	D	
Employee Stock Option (right to buy)	\$34.11				11/19/1999   11/18/2008	Common Stock - 19,520		19,520	D	
Employee Stock Option (right to buy)	\$30.00				11/17/2000   11/17/2009	Common Stock - 12,226		12,226	D	
Employee Stock Option (right to buy)	\$30.00				11/18/2000   11/17/2009	Common Stock - 150,000		150,000	D	
Employee Stock Option (right to buy)	\$30.00				11/20/2000   11/17/2009	Common Stock - 6,792		6,792	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 - 200,000		200,000	D	

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Employee Stock Option (right to buy)	\$25.67				11/26/2002   11/25/2011	Common Stock - 300,000		300,000	D	

Explanation of Responses :

\*\* Intentional misstatements or omissions of facts **By: Marie Oh Huber / Attorney-in-fact**  
constitute Federal Criminal Violations.

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

11-20-2002

\*\* Signature of Reporting Person

Date

Note: File three copies of this Form, one of  
which must be manually signed. If space is  
insufficient,

**Power of Attorney**

See Instruction 6 for procedure.

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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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**Form 4 (continued)**

**FOOTNOTE Descriptions for Agilent Technologies, Inc. (A)**

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**William P. Sullivan**  
**395 Page Mill Road, MS A3-18**

**Palo Alto, CA 94306**

**Explanation of responses:**

(1) Shares acquired under the 401(k) plan from the employee contributions, exempt  
under Rule 16b-3(c) . The information in this report is based on a plan statement  
dated November 6, 2002.

(2) The option is exercisable in four equal annual installments beginning on the first  
anniversary of the date of the grant. The first vesting date is stated.

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