

AGILENT TECHNOLOGIES INC
Form 4
November 21, 2014

FORM 4

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

OMB APPROVAL

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

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 *
Strohmeier Fred

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)

3. Date of Earliest Transaction
(Month/Day/Year)
11/19/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

5301 STEVENS CREEK BLVD

(Street)

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

SANTA CLARA, CA 95051

(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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	11/19/2014		F		1,078 <u>(1)</u>	D	
					\$ 40.8		
Common Stock	11/19/2014		A		2,260 <u>(3)</u>	A	
					\$ 40.8		
					25,236.0216 <u>(2)</u>	D	
					27,496.0216		

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

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(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 Security (Instr. 3 and 4)	Amount or Number of Shares
				V	(A)	(D)	Title	
Employee Stock Option (Right to Buy) ⁽⁴⁾	\$ 40.8	11/19/2014		A	45,167	11/19/2015 ⁽⁵⁾ 11/18/2024	Common Stock	45,1

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Strohmeier Fred 5301 STEVENS CREEK BLVD SANTA CLARA, CA 95051	Senior Vice President

Signatures

/s/ P. Diana Chiu, attorney-in-fact for Mr. Strohmeier

11/20/2014

**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 reporting person surrendered 1,078 shares to Agilent to satisfy tax liability on the release of his restricted shares in accordance with Rule 16b-3.
- (2) 489,236 Shares acquired in an Employee Stock Purchase Plan under Section 423 of the Internal Revenue Code of 1986, as amended, in a transaction exempt under Rule 16b-3
- (3) On November 19, 2014, pursuant to the Agilent Technologies, Inc. Long-Term Performance Program, 2,260 shares of common stock of Agilent Technologies, Inc. were awarded to the reporting person.
- (4) Right to buy Agilent Technologies, Inc. common stock granted under the Agilent Technologies, Inc. Stock Plan, in compliance with Rule 16b-3.
- (5) 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.

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.