AGILENT TECHNOLOGIES INC

Form 4 May 25, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

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 * SULLIVAN WILLIAM P

2. Issuer Name and Ticker or Trading

Symbol

AGILENT TECHNOLOGIES INC

[A]

(Middle) 3. Date of Earliest Transaction (Last) (First)

(Month/Day/Year)

5301 STEVENS CREEK BLVD, MS 05/23/2011

1A-LC

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

President and CEO

10% Owner

Other (specify

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Applicable Line)

X Director

X_ Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting

Issuer

below)

SANTA CLARA, CA 95051

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative S	Securi	ties Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities or Dispose (Instr. 3, 4	d of (I and 5) (A) or	0)	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)
Common Stock	05/23/2011		Code V M	Amount 22,578	(D)	Price \$ 23.16	339,566	D	
Common Stock	05/23/2011		S	22,578	D	\$ 49	316,988	D	
Common Stock	05/23/2011		M	224,311	A	\$ 33.04	541,299	D	
Common Stock	05/23/2011		S	224,311	D	\$ 49.059 (1)	316,988	D	
	05/23/2011		M	113,122	A	\$ 19	430,110	D	

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Common Stock

Common Stock S 113,122 D \$ 48.653 316,988 D

Common 9,678.722 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)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securi (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Employee Stock Option (Right to Buy)	\$ 23.16	05/23/2011		M		22,578	03/01/2006(3)	02/28/2015	Common Stock	22
Employee Stock Option (Right to Buy)	\$ 33.04	05/23/2011		M		224,311	11/15/2006(3)	11/14/2015	Common Stock	224
Employee Stock Option (Right to Buy)	\$ 19	05/23/2011		M		113,122	11/18/2009(3)	11/17/2018	Common Stock	113

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

Reporting Owners 2

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SULLIVAN WILLIAM P
5301 STEVENS CREEK BLVD, MS 1A-LC X President and CEO
SANTA CLARA, CA 95051

Signatures

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

05/25/2011

**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 \$49.059 with a range of \$49.00 to \$49.19.
- (2) The weighted average sales price was \$48.653 with a range of \$48.50 to \$48.82.
- (3) 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.

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