

AGILENT TECHNOLOGIES INC

Form 3

February 11, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Byrne Patrick J

(Last) (First) (Middle)

395 PAGE MILL ROAD, MS
A3-18

(Street)

PALO ALTO,Â CAÂ 94306

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

02/01/2005

3. Issuer Name **and** Ticker or Trading Symbol
AGILENT TECHNOLOGIES INC [A]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other
(give title below) (specify below)

Senior Vice President

5. 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**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

7,150.72

D Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy) ⁽¹⁾	02/12/2000 ⁽²⁾	02/11/2009	Common Stock	5,205	\$ 43.71	D Â
Employee Stock Option (right to buy) ⁽¹⁾	07/19/2000 ⁽²⁾	07/18/2009	Common Stock	13,880	\$ 67.34	D Â
Employee Stock Option (right to buy) ⁽³⁾	11/18/2000 ⁽²⁾	11/17/2009	Common Stock	13,585	\$ 30	D Â
Employee Stock Option (right to buy) ⁽⁴⁾	12/22/2004 ⁽⁵⁾	11/17/2009	Common Stock	9,056	\$ 28.17	D Â
Employee Stock Option (right to buy) ⁽⁴⁾	12/22/2004 ⁽⁵⁾	11/17/2009	Common Stock	26,666	\$ 28.17	D Â
Employee Stock Option (right to buy) ⁽⁴⁾	12/22/2004 ⁽⁵⁾	05/16/2010	Common Stock	40	\$ 28.17	D Â
Employee Stock Option (right to buy) ⁽⁴⁾	12/22/2004 ⁽⁵⁾	09/27/2010	Common Stock	7,500	\$ 28.17	D Â
Employee Stock Option (right to buy) ⁽⁴⁾	12/22/2004 ⁽⁵⁾	11/12/2010	Common Stock	34,066	\$ 28.17	D Â
Employee Stock Option (right to buy) ⁽³⁾	11/26/2002 ⁽⁶⁾	11/25/2011	Common Stock	60,000	\$ 25.67	D Â
Employee Stock Option (right to buy) ⁽³⁾	11/19/2003 ⁽⁶⁾	11/18/2012	Common Stock	70,000	\$ 15.89	D Â
Employee Stock Option (right to buy) ⁽³⁾	01/26/2005 ⁽⁶⁾	01/25/2014	Common Stock	75,000	\$ 33.53	D Â
Employee Stock Option (right to buy) ⁽³⁾	01/24/2006 ⁽⁶⁾	01/24/2015	Common Stock	48,000	\$ 21.65	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Byrne Patrick J 395 PAGE MILL ROAD, MS A3-18 PALO ALTO, CA 94306	Â	Â	Â Senior Vice President	Â

Signatures

By: Marie Oh Huber /
Attorney-in-fact

02/11/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Conversion from HP stock options to Agilent stock options as a result of the June 2, 2000 spin-off of Agilent Technologies, Inc. by Hewlett-Packard Company, in a transaction exempt from Rule 16b-3.
- (2) The option vested in 25% increments annually, beginning on the stated date exercisable. As of the date of this report, the option is fully exercisable.
- (3) Right to buy Agilent Technologies, Inc. common stock granted under the Agilent Technologies, Inc. 1999 Stock Plan complying with Rule 16b-3.
- (4) Right to buy Agilent Technologies, Inc. common stock received as part of the Option Exchange Program and granted under the Agilent Technologies, Inc. 1999 Stock Plan complying with Rule 16b-3.
- (5) The option vests in 50% increments on December 22, 2004 and December 22, 2005, respectively.
- (6) 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.

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