

AGILENT TECHNOLOGIES INC
Form 4
June 18, 2008

FORM 4

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

OMB APPROVAL

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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 *
Odeh Saleem N.

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)
06/17/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
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	(A) or (D)	Price
Common Stock	06/17/2008		M		11,814	A	\$ 20.62
Common Stock	06/17/2008		M		42	A	\$ 26.83
Common Stock	06/17/2008		M		25,902	A	\$ 26.83
Common Stock	06/17/2008		M		43,056	A	\$ 24.45
Common Stock	06/17/2008		S		173	D	\$ 37.44

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Common Stock	06/17/2008	S	5,800	D	\$ 37.45	83,369.9857	D
Common Stock	06/17/2008	S	12,714	D	\$ 37.46	70,655.9857	D
Common Stock	06/17/2008	S	7,583	D	\$ 37.47	63,072.9857	D
Common Stock	06/17/2008	S	23,200	D	\$ 37.48	39,872.9857	D
Common Stock	06/17/2008	S	9,079	D	\$ 37.49	30,793.9857	D
Common Stock	06/17/2008	S	17,865	D	\$ 37.5	12,928.9857	D
Common Stock	06/17/2008	S	4,400	D	\$ 37.51	8,528.9857	D

Common Stock						459	I	Held by Saleem N. Odeh & Sharon M. Odeh Trust
Common Stock						25.317	I	By 401(k) Plan

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Securities (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 20.62	06/17/2008		M	11,814	01/24/2006	01/23/2015	Common Stock	11,814

