

AGILENT TECHNOLOGIES INC
 Form 4
 February 18, 2010

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 *
 SULLIVAN WILLIAM P

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)
 5301 STEVENS CREEK BLVD, MS
 1A-LC

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/16/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

(Street)
 SANTA CLARA, CA 95051

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

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 02/16/2010 | | M | | 315,044 | A | \$ 24.45 632,032 D |
| Common Stock | 02/16/2010 | | S | | 315,044 | D | \$ 30.052 316,988 D (1) |
| Common Stock | 02/16/2010 | | M | | 133,893 | A | \$ 21.72 450,881 D |
| Common Stock | 02/16/2010 | | S | | 133,893 | D | \$ 30.059 316,988 D (2) |

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Common Stock 9,717,546 ⁽³⁾ 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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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Employee Stock Option (Right to Buy) | \$ 24.45 | 02/16/2010 | | M | 315,044 | 11/26/2002 11/25/2011 | Common Stock 315,0 |
| Employee Stock Option (Right to Buy) | \$ 21.72 | 02/16/2010 | | M | 133,893 | 11/16/2005 11/15/2014 | Common Stock 133,8 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SULLIVAN WILLIAM P 5301 STEVENS CREEK BLVD, MS 1A-LC SANTA CLARA, CA 95051 | X | | President and CEO | |

Signatures

/s/ Stephen D. Williams, attorney-in-fact for Mr. Sullivan 02/18/2010

**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 \$30.052 with a range of \$30.045 to \$30.118. The actual sales prices are as follow: 300 shares sold at \$30.045; 300,200 shares sold at \$30.05; 500 shares sold at \$30.055; 100 shares sold at \$30.058; 100 shares sold at \$30.065; 3,200 shares sold at \$30.075; 1,000 shares sold at \$30.078; 600 shares sold at \$30.08; 4,444 shares sold at \$30.095; 400 shares sold at \$30.10; 3,400 shares sold at \$30.115; and 800 shares sold at \$30.118.

(2) The weighted average sales price was \$30.059 with a range of \$30.00 to \$30.099. The actual sales prices are as follow: 1,684 shares sold at \$30.00; 3,100 shares sold at \$30.005; 1,700 shares sold at \$30.008; 500 shares sold at \$30.01; 200 shares sold at \$30.015; 700 shares sold at \$30.025; 11,216 shares sold at \$30.05; 39,079 shares sold at \$30.055; 7,300 shares sold at \$30.058; 28,600 shares sold at \$30.06; 17,614 shares sold at \$30.065; 1,000 shares sold at \$30.068; 5,400 shares sold at \$30.07; 100 shares sold at \$30.075; 200 shares sold at \$30.08; 10,100 shares sold at \$30.085; 200 shares sold at \$30.088; 4,900 shares sold at \$30.09; 200 shares sold at \$30.095; and 100 shares sold at \$30.099.

(3) The information in this report is based on a plan statement dated February 5, 2010 for the period ending January 31, 2010.

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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