#### AGILENT TECHNOLOGIES INC

Form 4

March 20, 2015

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

Number:

3235-0287

Expires:

January 31, 2005

0.5

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

obligations

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

may continue. See Instruction

1(b).

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 \* CLARK PAUL N

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Symbol

AGILENT TECHNOLOGIES INC

(Check all applicable)

[A]

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

\_X\_\_ Director Officer (give title

10% Owner Other (specify

(Month/Day/Year) 5301 STEVENS CREEK BLVD, MS 03/19/2015

(Middle)

1A-LC

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

SANTA CLARA, CA 95051

(City)	(State)	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. 4. Securities Acquired (A Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			red (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	03/19/2015		Code V	Amount 2,155.689 (1)	or (D)	Price \$ 42.21	(Instr. 3 and 4) 80,956.867	D			
Common Stock	03/19/2015		A	239.521 (2)	A	\$ 42.21	81,196.388	D			
Common Stock	03/19/2015		A	4,311 (3)	A	\$ 42.21	85,507.388	D			

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

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**SEC 1474** (9-02)

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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. Transacti Code (Instr. 8)	Securities Acquired (A) or Disposed of (D)		ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5)  (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> 10% Owner Officer Director

CLARK PAUL N 5301 STEVENS CREEK BLVD, MS 1A-LC X SANTA CLARA, CA 95051

## **Signatures**

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

03/19/2015

\*\*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).
  - Shares of the Company's common stock held in a deferral account pursuant to the Agilent Technologies, Inc. 2005 Deferred
- (1) Compensation Plan for Non-Employee Directors that vest quarterly in 25% increments, with the first date of vesting being the date of
- Shares of the Company's common stock held in a deferral account pursuant to the Agilent Technologies, Inc. 2005 Deferred **(2)** Compensation Plan for Non-Employee Directors.
- Shares acquired from award of Agilent Technologies, Inc. common stock for Non-Employee Directors that are fully vested upon grant. The reporting person has elected to defer these shares of common stock.

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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