

AGILENT TECHNOLOGIES INC  
Form 4  
March 28, 2006

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
**WHITE THOMAS**

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)  
**395 PAGE MILL ROAD, MS A3-18**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**03/24/2006**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Senior Vice President**

**PALO ALTO, CA 94306**

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    | 03/24/2006                           |  | M                              |   | 150,000 A \$ 30   | D  |                                   |
| Common Stock                    | 03/24/2006                           |  | S                              |   | 3,600 D \$ 37.32  | D  |                                   |
| Common Stock                    | 03/24/2006                           |  | S                              |   | 500 D \$ 37.33  | D  |                                   |
| Common Stock                    | 03/24/2006                           |  | S                              |   | 1,400 D \$ 37.34  | D  |                                   |
| Common Stock                    | 03/24/2006                           |  | S                              |   | 16,500 D \$ 37.35   | D  |                                   |

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|              |            |   |        |   |          |           |   |
|--------------|------------|---|--------|---|----------|-----------|---|
| Common Stock | 03/24/2006 | S | 3,600  | D | \$ 37.36 | 139,719.6 | D |
| Common Stock | 03/24/2006 | S | 33,100 | D | \$ 37.37 | 106,619.6 | D |
| Common Stock | 03/24/2006 | S | 43,300 | D | \$ 37.38 | 63,319.6  | D |
| Common Stock | 03/24/2006 | S | 10,200 | D | \$ 37.39 | 53,119.6  | D |
| Common Stock | 03/24/2006 | S | 12,800 | D | \$ 37.4  | 40,319.6  | D |
| Common Stock | 03/24/2006 | S | 300    | D | \$ 37.41 | 40,019.6  | D |
| Common Stock | 03/24/2006 | S | 2,900  | D | \$ 37.42 | 37,119.6  | D |
| Common Stock | 03/24/2006 | S | 8,300  | D | \$ 37.43 | 28,819.6  | D |
| Common Stock | 03/24/2006 | S | 1,500  | D | \$ 37.44 | 27,319.6  | D |
| Common Stock | 03/24/2006 | S | 400    | D | \$ 37.45 | 26,919.6  | D |
| Common Stock | 03/24/2006 | S | 6,900  | D | \$ 37.46 | 20,019.6  | D |
| Common Stock | 03/24/2006 | S | 3,000  | D | \$ 37.47 | 17,019.6  | D |
| Common Stock | 03/24/2006 | S | 1,700  | D | \$ 37.48 | 15,319.6  | D |

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

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(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) | 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)

\$ 30

03/24/2006

M

150,000

11/18/2000

11/17/2009

Common  
Stock

150,0

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| WHITE THOMAS<br>395 PAGE MILL ROAD, MS A3-18<br>PALO ALTO, CA 94306 |               |           | Senior Vice President |       |

## Signatures

By: Marie Oh Huber /  
Attorney-in-fact

03/28/2006

\_\_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).

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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