

AGILENT TECHNOLOGIES INC

Form 4

December 10, 2001

<b>FORM 4</b>  [ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b>  Washington, D.C. 20549  <b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b>  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(f) of the Investment Company Act of 1940				OMB APPROVAL  <hr/> OMB Number: 3235-0287 Expires: December 31, 2001 Estimated average burden hours per response. . . . 0.5	
1. Name and Address of Reporting Person* <b>Scruggs, John E.</b>  <div style="display: flex; justify-content: space-between;"> <span>(Last)</span> <span>(First)</span> <span>(Middle)</span> </div> <b>395 Page Mill Road, MS A3-18</b>  <div style="text-align: center;">(Street)</div> <b>Palo Alto, CA 94306</b>  <div style="display: flex; justify-content: space-between;"> <span>(City)</span> <span>(State)</span> <span>(Zip)</span> </div>	2. Issuer Name and Ticker or Trading Symbol <b>Agilent Technologies, Inc. (A)</b>  3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for (Month/Year) <b>November 2001</b>  5. If Amendment, Date of Original (Month/Year)	6. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  <div style="display: flex; justify-content: space-between;"> <span>_____ Director _____ 10%</span> </div> Owner <div style="display: flex; justify-content: space-between;"> <span><input checked="" type="checkbox"/> _____ Officer _____</span> </div> Other  Officer/Other Description <b>Senior Vice President</b>  7. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Individual Filing <input type="checkbox"/> Joint/Group Filing			
<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>						
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code and Voluntary Code (Instr. 8)  <hr/> Code   V	4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5)  <hr/> <div style="display: flex; justify-content: space-between;"> <span>Amount</span> <span> </span> <span>A/D</span> </div> <div style="display: flex; justify-content: space-between;"> <span> </span> <span>Price</span> </div>	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock				22,429.21	D	

 (over)  
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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)	4. Transaction Code and Voluntary (V) Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of  (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr.4)	10. Owner- ship Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
			Code   V		(DE)   (ED)					
Employee Stock Option (right to buy) (1)	\$25.67	11/26/2001	A   V	(A) 150,000	11/26/2002 (2)   11/25/2011	Common Stock - 150,000		150,000	D	
Employee Stock Option (right to buy)	\$25.92				11/17/1996   11/16/2005	Common Stock - 18,218		18,218	D	
Employee Stock Option (right to buy)	\$30.26				11/21/1997   11/20/2006	Common Stock - 17,351		17,351	D	
Employee Stock Option (right to buy)	\$35.59				11/20/1998   11/19/2007	Common Stock - 26,026		26,026	D	
Employee Stock Option (right to buy)	\$34.11				11/19/1999   11/18/2008	Common Stock - 38,172		38,172	D	
Employee Stock Option (right to buy)	\$30.00				11/18/2000   11/17/2009	Common Stock - 100,000		100,000	D	
Employee Stock Option (right to buy)	\$58.85				12/14/2001   12/13/2010	Common Stock - 85,000		85,000	D	

Explanation of Responses :

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. 12-07-2001

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). \*\* Signature of Reporting Person  
Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient,

See Instruction 6 for procedure.

**Marie Oh Huber / Attorney-in-fact  
John E. Scruggs**

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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FOOTNOTE Descriptions for Agilent Technologies, Inc. (A)

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**John E. Scruggs**  
**395 Page Mill Road, MS A3-18**  
**Palo Alto, CA 94306**

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**Explanation of responses:**

- (1) Right to buy Agilent Technologies, Inc. common stock granted under the Agilent Technologies, Inc. 1999 Stock Plan complying with Rule 16b-3.
- (2) 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.

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