

AGILENT TECHNOLOGIES INC
 Form 4
 November 18, 2009

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 *
HALLORAN JEAN

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)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

5301 STEVENS CREEK BLVD, MS 1A-LC

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	11/16/2009		M ⁽¹⁾	6,419 A \$ 28.57	82,678.63	D	
Common Stock	11/16/2009		M ⁽¹⁾	7,132 A \$ 28.57	89,810.63	D	
Common Stock	11/16/2009		M ⁽¹⁾	78,761 A \$ 28.57	168,571.63	D	
Common Stock	11/16/2009		M ⁽¹⁾	5,349 A \$ 28.57	173,920.63	D	
Common Stock	11/16/2009		S ⁽¹⁾	18,900 D \$ 28.77	155,020.63	D	

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Common Stock	11/16/2009		S ⁽¹⁾	78,761	D	\$ 28.772	76,259.63	D
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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 or Number of Shares
Employee Stock Option (Right to Buy)	\$ 28.57	11/16/2009		M ⁽¹⁾	6,419	11/17/2000 11/17/2009	Common Stock	6,419	
Employee Stock Option (Right to Buy)	\$ 28.57	11/16/2009		M ⁽¹⁾	78,761	11/18/2000 11/17/2009	Common Stock	78,761	
Employee Stock Option (Right to Buy)	\$ 28.57	11/16/2009		M ⁽¹⁾	7,132	11/20/2000 11/17/2009	Common Stock	7,132	
Employee Stock Option (Right to Buy)	\$ 28.57	11/16/2009		M ⁽¹⁾	5,349	02/12/2002 11/17/2009	Common Stock	5,349	

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

HALLORAN JEAN
5301 STEVENS CREEK BLVD, MS 1A-LC
SANTA CLARA, CA 95051

Senior Vice President

Signatures

/s/ Stephen D. Williams, attorney-in-fact for Ms.
Halloran

11/18/2009

__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) This transaction was effected pursuant to a Rule 10b5-1 plan.

The weighted average sales price was \$28.772 with a range of \$28.77 to \$28.788. The actual sales prices are as follow: 66,500 shares sold
(2) at \$28.77; 100 shares sold at \$28.773; 3,600 shares sold at \$28.775; 1,460 shares sold at \$28.78; 5,000 shares sold at \$28.783; 2,100 shares sold at \$28.785; and 1 share sold at \$28.788.

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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