

Nersesian Ronald S.
Form 4
November 18, 2011

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 *
Nersesian Ronald S.

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.

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/16/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec. Vice President, COO

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)	
			Code	V	Amount	(A) or (D)				Price
Common Stock	10/31/2011		J ⁽¹⁾	V	87.275	A	\$ 31.51	73,574.8412	D	
Common Stock	11/16/2011		A ⁽²⁾		22,868	A	\$ 38.58	96,442.8412	D	
Common Stock	11/16/2011		F		5,502	D	\$ 38.58	90,940.8412	D	
Common Stock	11/16/2011		A ⁽³⁾		5,899	A	\$ 38.58	96,839.8412	D	
Common Stock	11/16/2011		F		2,753	D	\$ 38.58	94,086.8412	D	
	11/17/2011		F		2,335	D		91,751.8412	D	

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Common Stock						\$ 37.21	
Common Stock	11/18/2011		M ⁽⁴⁾	20,739	A	\$ 19	112,490.8412 D
Common Stock	11/18/2011		S ⁽⁴⁾	20,739	D	\$ 37.43	91,751.8412 D
Common Stock	11/17/2011		S ⁽⁴⁾	3,146	D	\$ 38.34	88,605.8412 D
Common Stock	11/18/2011		S ⁽⁴⁾	6,097	D	\$ 37.43	82,508.8412 D

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right to Buy) ⁽⁵⁾	\$ 19	11/18/2011		M ⁽⁴⁾	20,739	11/18/2009 ⁽⁶⁾	11/17/2018	Common Stock
Employee Stock Option (Right to Buy) ⁽⁵⁾	\$ 37.21	11/17/2011		A	112,697	11/17/2012 ⁽⁶⁾	11/16/2021	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nersesian Ronald S. 5301 STEVENS CREEK BLVD. SANTA CLARA, CA 95051			Exec. Vice President, COO	

Signatures

/s/ Stephen D. Williams, attorney-in-fact for Mr.
Nersesian

11/18/2011

__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) Shares acquired in an Employee Stock Purchase Plan under Section 423 of the Internal Revenue Code of 1986, as amended, in a transaction exempt under Rule 16b-3.

On November 16, 2011, 22,868 shares of common stock of Agilent Technologies, Inc. were awarded to the reporting person pursuant to the Agilent Technologies, Inc. Long-Term Performance Program. Under the Agilent Technologies, Inc. Deferred Compensation Plan, the reporting person has elected to defer 11,269 of such shares of common stock
- (2) On November 16, 2011, 5,899 shares of common stock of Agilent Technologies, Inc. were awarded to the reporting person pursuant to the Agilent Technologies, Inc. Long-Term Performance Program.
- (3) This transaction was effected pursuant to a Rule 10b5-1 plan.
- (4) Right to buy Agilent Technologies, Inc. common stock granted under the Agilent Technologies, Inc. Stock Plan, in compliance with Rule 16b-3.
- (5) The option is exercisable in four equal installments beginning on the first anniversary of the date of the grant. The first vesting date is stated.
- (6)

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.