

AGILENT TECHNOLOGIES INC

Form 4/A

November 18, 2004

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LAWRENCE DAVID M

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/02/2000

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)
PALO ALTO, CA 94306

4. If Amendment, Date Original
Filed(Month/Day/Year)
07/07/2000

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)
Common Stock	06/02/2000		J ⁽¹⁾	V 553 A \$ 0	1,553	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Employee Director Stock Option (right to buy)	\$ 38.31	06/02/2000		J(2)	V	3,123		03/02/1999	03/01/2008	Common Stock	3,123
Non-Employee Director Stock Option (right to buy)	\$ 37.51	06/02/2000		J(2)	V	6,884		03/01/2000	02/28/2009	Common Stock	6,884
Non-Employee Director Stock Option (right to buy)	\$ 0.29	06/02/2000		J(2)	V	1,103		03/01/1997	02/28/2006	Common Stock	1,103
Non-Employee Director Stock Option (right to buy)	\$ 32.56	06/02/2000		J(2)	V	3,685		03/03/1998	03/02/2007	Common Stock	3,685
Non-Employee Director Stock Option (right to buy)	\$ 30							11/18/2000	11/17/2009	Common Stock	30

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAWRENCE DAVID M 395 PAGE MILL ROAD, MS A3-18 PALO ALTO, CA 94306	X			

Signatures

By: D. Craig Nordlund /
Attorney-in-fact

07/07/2000

**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).

The reporting person's Form 4, dated July 7, 2000, reported 577 shares acquired in a pro rata distribution on June 2, 2000 by

- (1) Hewlett-Packard Company of its interest in Agilent Technologies, Inc., in a transaction exempt under Rule 16b-3. The actual number of shares acquired by the reporting person in that transaction was 553 shares.
- (2) Conversion from HP stock options to Agilent stock options as a result of the June 2, 2000 spin-off of Agilent Technologies, Inc. by Hewlett-Packard Company, in a transaction exempt from Rule 16b-3.

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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