

AGILENT TECHNOLOGIES INC  
Form 4  
June 05, 2008

**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 \*  
SULLIVAN WILLIAM P

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, MS  
1A-LC

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/03/2008

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President and CEO

(Street)  
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	Price	
Common Stock	06/03/2008		M		21,399	\$ 28.57	A 209,854 D
Common Stock	06/03/2008		M		7,132	\$ 28.57	A 216,986 D
Common Stock	06/03/2008		M		157,522	\$ 28.57	A 374,508 D
Common Stock	06/03/2008		M		12,839	\$ 28.57	A 387,347 D
Common Stock	06/03/2008		F		100	\$ 36.72	D 387,247 D

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Common Stock	06/03/2008	F	400	D	\$ 36.73	386,847	D
Common Stock	06/03/2008	F	300	D	\$ 36.74	386,547	D
Common Stock	06/03/2008	F	200	D	\$ 36.75	386,347	D
Common Stock	06/03/2008	F	600	D	\$ 36.77	385,747	D
Common Stock	06/03/2008	F	100	D	\$ 36.78	385,647	D
Common Stock	06/03/2008	F	2,800	D	\$ 36.79	382,847	D
Common Stock	06/03/2008	F	17,700	D	\$ 36.8	365,147	D
Common Stock	06/03/2008	F	5,800	D	\$ 36.81	359,347	D
Common Stock	06/03/2008	F	5,500	D	\$ 36.82	353,847	D
Common Stock	06/03/2008	F	22,295	D	\$ 36.83	331,552	D
Common Stock	06/03/2008	F	12,500	D	\$ 36.86	319,052	D
Common Stock	06/03/2008	F	15,146	D	\$ 36.87	303,906	D
Common Stock	06/03/2008	F	4,200	D	\$ 36.88	299,706	D
Common Stock	06/03/2008	F	12,900	D	\$ 36.89	286,806	D
Common Stock	06/03/2008	F	4,600	D	\$ 36.9	282,206	D
Common Stock	06/03/2008	F	5,700	D	\$ 36.91	276,506	D
Common Stock	06/03/2008	F	1,000	D	\$ 36.92	275,506	D
Common Stock	06/03/2008	F	1,600	D	\$ 36.93	273,906	D
Common Stock	06/03/2008	F	1,400	D	\$ 36.94	272,506	D
Common Stock	06/03/2008	F	300	D	\$ 36.95	272,206	D
	06/03/2008	F	100	D		272,106	D



Option  
(Right to  
Buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SULLIVAN WILLIAM P 5301 STEVENS CREEK BLVD, MS 1A-LC SANTA CLARA, CA 95051	X		President and CEO	

## Signatures

/s/ Marie Oh Huber, attorney-in-fact for Mr.  
Sullivan

06/05/2008

\_\_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).

### Remarks:

Form 1 of 2 since it exceeded 30 rows allowed on Table 1.

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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