

AGILENT TECHNOLOGIES INC

Form 4

March 07, 2003

SEC Form 4

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|---|--|---|
| FORM 4 [] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). (Print or Type Responses) | UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP 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 <hr/> OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response: 0.5 |
| 1. Name and Address of Reporting Person* Herbold, Robert J. (Last) (First) (Middle) 395 Page Mill Road, MS A3-18 (Street) Palo Alto, CA 94306 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol Agilent Technologies, Inc. (A) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 4. Statement for Month/Day/Year March 05, 2003 5. If Amendment, Date of Original (Month/Day/Year) | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

| 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 and Voluntary Code (Instr. 8) | 4. Securities Acquired (A) or Disposed (D) Of (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 | | | Code V | Amount A/D Price | 2,500.00 | D | |
| | | | | | | | |

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(over)
SEC 1474 (9-02)

Herbold, Robert J. - March 05, 2003

Form 4 (continued)

| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | |
|---|------------------|----------------|----------------------|----------------|--------------|-----------------------------|------------------------|-------------|-------------------------|------------|---------------------|
| 1. Title of Derivative | 2. Conversion or | 3. Transaction | 3A. Deemed Execution | 4. Transaction | 5. Number of | 6. Date Exercisable(DE) and | 7. Title and Amount of | 8. Price of | 9. Number of Derivative | 10. Owner- | 11. Nature Indirect |

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| Security (Instr. 3) | Exercise Price of Derivative Security | Date (Month/ Day/ Year) | Date, if any (Month/ Day/ Year) | Code and Voluntary (V) Code (Instr.8) | Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5) | Expiration Date(ED) (Month/Day/Year) | Underlying Securities (Instr. 3 and 4) | Derivative Security (Instr.5) | Securities Beneficially Owned Following Reported Transactions (Instr.4) | ship Form of Deriv- ative Security: Direct (D) or Indirect (I) (Instr.4) | Benefi- Owner (Instr.4) |
|--|--|----------------------------------|---|--|--|--|---|-------------------------------------|---|--|-------------------------------|
| | | | | Code V | | (DE) (ED) | | | | | |
| Non-Employee Director Stock Option (right to buy) (I) | \$12.83 | 03/05/2003 | | A | (A) 9,740 | 03/05/2004 03/04/2013 | Common Stock - 9,740 | | 9,740 | D | |
| Non-Employee Director Stock Option (right to buy) | \$65.09 | | | | | 06/19/2001 06/18/2010 | Common Stock - 12,131 | | 12,131 | D | |
| Non-Employee Director Stock Option (right to buy) | \$36.70 | | | | | 03/01/2002 02/28/2011 | Common Stock - 2,951 | | 2,951 | D | |
| Non-Employee Director Stock Option (right to buy) | \$32.35 | | | | | 03/01/2003 02/29/2012 | Common Stock - 3,421 | | 3,421 | D | |
| | | | | | | | | | | | |

Explanation of Responses :

** Intentional misstatements or omissions of facts
constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

By: Marie Oh Huber /
Attorney-in-fact
03-07-2003

** 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.

Power of Attorney

Page 2

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Herbold, Robert J. - March 05, 2003

Form 4 (continued)

FOOTNOTE Descriptions for Agilent Technologies, Inc. (A)

Form 4 - March 2003

Robert J. Herbold
395 Page Mill Road, MS A3-18
Palo Alto, CA 94306

Explanation of responses:

(1) Right to buy Agilent Technologies, Inc. common stock granted under the Agilent Technologies, Inc. 1999 Non-Employee Director Stock Plan.

Page 3