

DILLON ADRIAN T
 Form 4
 April 01, 2010

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 *
 DILLON ADRIAN T

2. Issuer Name and Ticker or Trading Symbol
 AGILENT TECHNOLOGIES INC
 [A]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 EVP, Finance & Admin., CFO

(Last) (First) (Middle)
 5301 STEVENS CREEK BLVD, MS
 1A-LC

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/30/2010

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/30/2010		M		113,415 A \$ 33.04	243,340.257	D
Common Stock	03/30/2010		S		113,415 D \$ 34.61 (1)	129,925.257	D
Common Stock	03/30/2010		M		78,300 A \$ 33.14	208,225.257	D
Common Stock	03/30/2010		S		78,300 D \$ 34.602 (2)	129,925.257	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 Number Shares
Employee Stock Option (Right to Buy)	\$ 33.04	03/30/2010		M	113,415	11/15/2006	11/14/2015	Common Stock	113,415
Employee Stock Option (Right to Buy)	\$ 33.14	03/30/2010		M	78,300	11/15/2007	11/14/2016	Common Stock	78,300

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DILLON ADRIAN T
5301 STEVENS CREEK BLVD, MS 1A-LC
SANTA CLARA, CA 95051

EVP, Finance & Admin., CFO

Signatures

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

04/01/2010

**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 weighted average sales price was \$34.61 with a range of \$34.60 to \$34.66. The actual sales prices are as follow: 83,284 shares sold at (1) \$34.60; 726 shares sold at \$34.601; 500 shares sold at \$34.602; 1,100 shares sold at \$34.605; 200 shares sold at \$34.608; 800 shares sold at \$34.61; 2,000 shares sold at \$34.63; 14,235 shares sold at \$34.64; 10,370 shares sold at \$34.65; and 200 shares sold at \$34.66.

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The weighted average sales price was \$34.602 with a range of \$34.60 to \$34.62. The actual sales prices are as follow: 62,597 shares sold
(2) at \$34.60; 3 shares sold at \$34.602; 5,400 shares sold at \$34.605; 700 shares sold at \$34.608; 8,300 shares sold at \$34.61; 300 shares sold at \$34.611; and 1,000 shares sold at \$34.62.

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.