

AGILENT TECHNOLOGIES INC  
 Form 4  
 May 31, 2011

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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)  
 05/27/2011

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	05/27/2011		M		89,073	A	\$ 29.46 406,061 D
Common Stock	05/27/2011		S		89,073	D	\$ 49.294 316,988 D (1)
Common Stock	05/27/2011		M		249,600	A	\$ 33.14 566,588 D
Common Stock	05/27/2011		S		249,600	D	\$ 49.362 316,988 D (2)

Common Stock 9,678.722 <sup>(3)</sup> I By 401(k) Plan

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 Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Employee Stock Option (Right to Buy)	\$ 29.46	05/27/2011		M	89,073	11/18/2010 <sup>(4)</sup> 11/17/2019	Common Stock 89
Employee Stock Option (Right to Buy)	\$ 33.14	05/27/2011		M	249,600	11/15/2007 <sup>(4)</sup> 11/14/2016	Common Stock 249

### 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/ Stephen D. Williams, attorney-in-fact for Mr. Sullivan

05/31/2011

\*\*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) The weighted average sales price was \$49.294 with a range of \$49.17 to \$49.45.
- (2) The weighted average sales price was \$49.362 with a range of \$49.28 to \$49.42.
- (3) Shares acquired under the 401(k) plan. The information in this report is based on a plan statement dated May 23, 2011 for the period ending May 20, 2011.
- (4) The option is exercisable in four equal annual installments beginning on the first anniversary of the date of the grant. The first vesting date is stated.

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.