

AGILENT TECHNOLOGIES INC

Form 5

December 11, 2001

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| <b>FORM 5</b><br><br>[X] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).<br><br>[ ] Form 3 Holdings Reported<br>[X] Form 4 Transactions Reported                                                                                                                                                                                                                                                                                                           | <b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b><br><br>Washington, D.C. 20549<br><br><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b><br><br>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(f) of the Investment Company Act of 1940 |                                                                                                            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |  | OMB APPROVAL<br><br><hr/> OMB Number:<br>3235-0362<br>Expires: December 31, 2001<br>Estimated average burden<br>hours per response. . . .<br>0.5 |  |
| 1. Name and Address of Reporting Person*<br><b>Kniss, Richard</b><br><br><div style="display: flex; justify-content: space-between; font-size: small;"> <span>(Last)</span> <span>(First)</span> <span>(Middle)</span> </div> <b>395 Page Mill Road, MS A3-18</b><br><br><div style="text-align: center; font-size: small;">(Street)</div> <b>Palo Alto, CA 94306</b><br><br><div style="display: flex; justify-content: space-between; font-size: small;"> <span>(City)</span> <span>(State)</span> <span>(Zip)</span> </div> | 2. Issuer Name and Ticker or Trading Symbol<br><b>Agilent Technologies, Inc. (A)</b><br><br>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)                                                                                                                                                                              | 4. Statement for (Month/Year)<br><b>October 2001</b><br><br>5. If Amendment, Date of Original (Month/Year) | 6. Relationship of Reporting Person(s) to Issuer<br><br><div style="text-align: center; font-size: small;">(Check all applicable)</div> <div style="display: flex; justify-content: space-between; font-size: small;"> <span>_____ Director _____ 10%</span> </div> <div style="display: flex; justify-content: space-between; font-size: small;"> <span>Owner _____</span> <span><input checked="" type="checkbox"/> Officer _____</span> </div> <div style="display: flex; justify-content: space-between; font-size: small;"> <span>Other _____</span> </div> <div style="display: flex; justify-content: space-between; font-size: small;"> <span>Officer/Other Description</span> <span><b>Senior Vice President</b></span> </div> <hr/> 7. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Individual Filing<br><input type="checkbox"/> Joint/Group Filing |  |                                                                                                                                                  |  |

| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |                                      |                                |                                                                                                                                                                                                                                                                                    |                                                                                            |                                                         |                                                       |
|----------------------------------------------------------------------------------|--------------------------------------|--------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|---------------------------------------------------------|-------------------------------------------------------|
| 1. Title of Security (Instr. 3)                                                  | 2. Transaction Date (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5)                                                                                                                                                                                                                 | 5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct(D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common Stock                                                                     | 03/12/2001                           | D4                             | <div style="display: flex; justify-content: space-between; font-size: small;"> <span>Amount</span> <span> </span> <span>A/D</span> </div> <div style="display: flex; justify-content: space-between; font-size: small;"> <span>\$36.05</span> <span> </span> <span>D</span> </div> | 2,334.89                                                                                   | D                                                       |                                                       |
|                                                                                  |                                      |                                |                                                                                                                                                                                                                                                                                    |                                                                                            |                                                         |                                                       |

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

 (over)  
 SEC 2270 (3-99)

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**Kniss, Richard - October 2001**

**Form 5 (continued)**[illegible]

Explanation of Responses :

\*\* Intentional misstatements or omissions of facts  
constitute Federal Criminal Violations. **12-07-2001**

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

**Marie Oh Huber / Attorney-in-fact  
Richard Kniss**

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.