AGILENT TECHNOLOGIES INC
Form 4
April 09, 2002

FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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(f) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287
Expires: December 31, 2001
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1. Name and Address of Reporting Person*
Saponas, Thomas A.

(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/Year)
March 2002

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer _____ Other

Officer/Other Description **Senior Vice President and Chief Technology Officer**

7. Individual or Joint/Group Filing (Check Applicable Line)

X Individual Filing
__ 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 and Voluntary Code (Instr. 8) Code | V	4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5) Amount | A/D | Price	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	**03/01/2002**	**D** **| **	**5,000.00 | D | $32.00**	**7,892.00**	**D**	

(over)
SEC 1474 (3-99)

Saponas, Thomas A. - March 2002

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 Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code and Voluntary (V) Code (Instr.8) Code | V	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year) (DE) | (ED)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr.4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
Employee Stock Option (right to buy)	**$6.35**				**11/19/1993 | 11/18/2002**	**Common Stock - 11,657**		**11,657**	**D**	
Employee Stock Option (right to buy)	**$14.54**				**11/17/1995 | 11/16/2004**	**Common Stock - 13,603**		**13,603**	**D**	
Employee Stock Option (right to buy)	**$25.92**				**11/17/1996 | 11/16/2005**	**Common Stock - 10,688**		**10,688**	**D**	
Employee Stock Option (right to buy)	**$30.26**				**11/21/1997 | 11/20/2006**	**Common Stock - 8,502**		**8,502**	**D**	
Employee Stock Option (right to buy)	**$35.59**				**11/20/1998 | 11/19/2007**	**Common Stock - 10,410**		**10,410**	**D**	
Employee Stock Option (right to buy)	**$34.11**				**11/19/1999 | 11/18/2008**	**Common Stock - 20,821**		**20,821**	**D**	
Employee Stock Option (right to buy)	**$30.00**				**11/17/2000 | 11/17/2009**	**Common Stock - 17,932**		**17,932**	**D**	
Employee Stock Option (right to buy)	**$30.00**				**11/18/2000 | 11/17/2009**	**Common Stock - 75,000**		**75,000**	**D**	
Employee Stock Option (right to buy)	**$30.00**				**11/20/2000 | 11/17/2009**	**Common Stock - 16,981**		**16,981**	**D**	
Employee Stock	**$30.00**				**11/19/2001**	**Common Stock -**		**20,378**	**D**	

Option (right to buy)					**11/17/2009**	**20,378**				
Employee Stock Option (right to buy)	**$58.85**				**12/14/2001** **12/13/2010**	**Common Stock - 50,000**		**50,000**	**D**	
Employee Stock Option (right to buy)	**$25.67**				**11/26/2002** **11/25/2011**	**Common Stock - 100,000**		**100,000**	**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).

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.

____/s/ Marie Oh Huber_____
04-08-2002
** Signature of Reporting Person
Date

Marie Oh Huber / Attorney-in-fact
Thomas A. Saponas