

AGILENT TECHNOLOGIES INC
 Form 3
 March 24, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â CHANG DICK M		(Month/Day/Year)	AGILENT TECHNOLOGIES INC [A]	
(Last)	(First)	(Middle)	03/15/2005	
395 PAGE MILL ROAD, MS			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
A3-18			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
PALO ALTO,Â CAÂ 94306			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)	(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Senior Vice President	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	6,162.58	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title			

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		Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy) ⁽¹⁾	02/12/2000 ⁽²⁾	02/11/2009	Common Stock	7,808	\$ 43.71	D	Â
Employee Stock Option (right to buy) ⁽³⁾	11/18/2000 ⁽²⁾	11/17/2009	Common Stock	40,000	\$ 30	D	Â
Employee Stock Option (right to buy) ⁽³⁾	05/17/2003 ⁽⁴⁾	05/16/2010	Common Stock	100	\$ 80.28	D	Â
Employee Stock Option (right to buy) ⁽³⁾	09/28/2001 ⁽²⁾	09/27/2010	Common Stock	20,000	\$ 47.25	D	Â
Employee Stock Option (right to buy) ⁽³⁾	11/13/2001 ⁽²⁾	11/12/2010	Common Stock	70,000	\$ 39.41	D	Â
Employee Stock Option (right to buy) ⁽³⁾	11/26/2002 ⁽⁵⁾	11/25/2011	Common Stock	70,000	\$ 25.67	D	Â
Employee Stock Option (right to buy) ⁽³⁾	03/01/2003 ⁽⁵⁾	02/29/2012	Common Stock	30,000	\$ 32.35	D	Â
Employee Stock Option (right to buy) ⁽³⁾	11/19/2003 ⁽⁵⁾	11/18/2012	Common Stock	100,000	\$ 15.89	D	Â
Employee Stock Option (right to buy) ⁽³⁾	01/26/2005 ⁽⁵⁾	01/25/2014	Common Stock	40,000	\$ 33.53	D	Â
Employee Stock Option (right to buy) ⁽³⁾	01/24/2006 ⁽⁵⁾	01/23/2015	Common Stock	30,000	\$ 21.65	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHANG DICK M 395 PAGE MILL ROAD, MS A3-18 PALO ALTO, CA 94306	Â	Â	Â Senior Vice President	Â

Signatures

By: Marie Oh Huber /
Attorney-in-fact

03/24/2005

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Conversion from HP stock options to Agilent stock options as a result of the June 2, 2000 spin-off of Agilent Technologies, Inc. by Hewlett-Packard Company, in a transaction exempt from Rule 16b-3.
- (2) The option vested in 25% increments annually, beginning on the stated date exercisable. As of the date of this report, the option is fully exercisable.

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- (3) Right to buy Agilent Technologies, Inc. common stock granted, under the Agilent Technologies, Inc. 1999 Stock Plan, in compliance with Rule 16b-3.
- (4) The option was fully exercisable on this date.
- (5) 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.

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