

AGILENT TECHNOLOGIES INC  
 Form 4/A  
 June 21, 2007

**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 \*  
 VAN INGEN CHRIS

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)  
 Senior Vice President

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 06/18/2007

SANTA CLARA, CA 95051

4. If Amendment, Date Original Filed(Month/Day/Year)  
 06/19/2007

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	06/18/2007		M	A	1,822	\$ 33.9	63,714.86 D
Common Stock	06/18/2007		M	A	12,025	\$ 32.49	75,739.86 D
Common Stock	06/18/2007		S	D	14,400	\$ 38.98	61,339.86 D
Common Stock	06/18/2007		M	A	52,507	\$ 28.57	113,846.86 D
Common Stock	06/18/2007		M	A	7,132	\$ 28.57	120,978.86 D

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Common Stock	06/18/2007	S	2,000	D	\$ 38.99	118,978.86	D
Common Stock	06/18/2007	S	5,100	D	\$ 39	113,878.86	D
Common Stock	06/18/2007	S	900	D	\$ 39.02	112,978.86	D
Common Stock	06/18/2007	S	900	D	\$ 39.03	112,078.86	D
Common Stock	06/18/2007	S	2,600	D	\$ 39.04	109,478.86	D
Common Stock	06/18/2007	S	100	D	\$ 39.06	109,378.86	D
Common Stock	06/18/2007	S	100	D	\$ 39.07	109,278.86	D
Common Stock	06/18/2007	S	4,300	D	\$ 39.08	104,978.86	D
Common Stock	06/18/2007	S	300	D	\$ 39.09	104,678.86	D
Common Stock	06/18/2007	S	3,200	D	\$ 39.1	101,478.86	D
Common Stock	06/18/2007	S	5,900	D	\$ 39.11	95,578.86	D
Common Stock	06/18/2007	S	3,600	D	\$ 39.12	91,978.86	D
Common Stock	06/18/2007	S	1,600	D	\$ 39.13	90,378.86	D
Common Stock	06/18/2007	S	7,800	D	\$ 39.14	82,578.86	D
Common Stock	06/18/2007	S	10,400	D	\$ 39.15	72,178.86	D
Common Stock	06/18/2007	S	900	D	\$ 39.16	71,278.86	D
Common Stock	06/18/2007	S	400	D	\$ 39.17	70,878.86	D
Common Stock	06/18/2007	S	100	D	\$ 39.18	70,778.86	D
Common Stock	06/18/2007	S	3,600	D	\$ 39.19	67,178.86	D
Common Stock	06/18/2007	S	2,000	D	\$ 39.2	65,178.86	D
	06/18/2007	S	3,286	D		61,892.86	D

Common Stock \$ 39.21

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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 33.9 <sup>(1)</sup>	06/18/2007		M	1,822	11/20/1998 11/19/2007	Common Stock 1,822 <sup>(1)</sup>
Employee Stock Option (right to buy)	\$ 32.49 <sup>(1)</sup>	06/18/2007		M	12,025	11/19/1999 11/18/2008	Common Stock 12,025 <sup>(1)</sup>
Employee Stock Option (right to buy)	\$ 28.57 <sup>(1)</sup>	06/18/2007		M	52,507	11/18/2000 11/17/2009	Common Stock 52,507 <sup>(1)</sup>
Employee Stock Option (right to buy)	\$ 28.57	06/18/2007		M	7,132	11/20/2000 11/17/2009	Common Stock 7,132 <sup>(1)</sup>

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director   10% Owner   Officer   Other

VAN INGEN CHRIS  
5301 STEVENS CREEK BLVD, MS 1A-LC  
SANTA CLARA, CA 95051

Senior Vice President

## Signatures

By: Marie Oh Huber /  
Attorney-in-fact

06/21/2007

\_\_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) Pursuant to the anti-dilution provisions in the Agilent Technologies, Inc. 1999 Stock Plan, the reporting person's stock options were adjusted to maintain their aggregate economic value in connection with the spinoff of the Issuer's subsidiary, Verigy Ltd., on October 31, 2006. The distribution of Verigy shares in connection with the spinoff was determined by the Board of Directors of the Issuer. The number of post-distribution option shares were determined by multiplying the pre-distribution shares by 1.05014 and rounding down to the largest number of whole shares. The post-distribution exercise price was calculated by multiplying the pre-distribution exercise price by 0.95224. The reported option shares and exercise price reflect such post-distribution calculation.

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