

AGILENT TECHNOLOGIES INC  
Form 4  
February 18, 2010

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

OMB APPROVAL

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**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)  
02/16/2010

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	02/16/2010		M		315,044	A	\$ 24.45 632,032 D
Common Stock	02/16/2010		S		315,044	D	\$ 30.052 316,988 D (1)
Common Stock	02/16/2010		M		133,893	A	\$ 21.72 450,881 D
Common Stock	02/16/2010		S		133,893	D	\$ 30.059 316,988 D (2)



## 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 \$30.052 with a range of \$30.045 to \$30.118. The actual sales prices are as follow: 300 shares sold at \$30.045; 300,200 shares sold at \$30.05; 500 shares sold at \$30.055; 100 shares sold at \$30.058; 100 shares sold at \$30.065; 3,200 shares sold at \$30.075; 1,000 shares sold at \$30.078; 600 shares sold at \$30.08; 4,444 shares sold at \$30.095; 400 shares sold at \$30.10; 3,400 shares sold at \$30.115; and 800 shares sold at \$30.118.

(2) The weighted average sales price was \$30.059 with a range of \$30.00 to \$30.099. The actual sales prices are as follow: 1,684 shares sold at \$30.00; 3,100 shares sold at \$30.005; 1,700 shares sold at \$30.008; 500 shares sold at \$30.01; 200 shares sold at \$30.015; 700 shares sold at \$30.025; 11,216 shares sold at \$30.05; 39,079 shares sold at \$30.055; 7,300 shares sold at \$30.058; 28,600 shares sold at \$30.06; 17,614 shares sold at \$30.065; 1,000 shares sold at \$30.068; 5,400 shares sold at \$30.07; 100 shares sold at \$30.075; 200 shares sold at \$30.08; 10,100 shares sold at \$30.085; 200 shares sold at \$30.088; 4,900 shares sold at \$30.09; 200 shares sold at \$30.095; and 100 shares sold at \$30.099.

(3) The information in this report is based on a plan statement dated February 5, 2010 for the period ending January 31, 2010.

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.