

AGILENT TECHNOLOGIES INC

Form 4

November 21, 2002

SEC Form 4

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| <p style="text-align: center;">FORM 4</p> <p>[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> | <p>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</p> <p>Washington, D.C. 20549</p> <p>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</p> <p>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</p> | <p style="text-align: center;">OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. 0.5</p> |
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|--|--|---|---|
| <p>1. Name and Address of Reporting Person*</p> <p>Sullivan, William P.</p> <hr/> <p>(Last) (First) (Middle)</p> <p>395 Page Mill Road, MS A3-18</p> <hr/> <p style="text-align: center;">(Street)</p> <p>Palo Alto, CA 94306</p> <hr/> <p>(City) (State) (Zip)</p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p>Agilent Technologies, Inc. (A)</p> <hr/> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p> | <p>4. Statement for (Month/Date/Year)</p> <p>November 19, 2002</p> <hr/> <p>5. If Amendment, Date of Original (Month/Year)</p> | <p>6. Relationship of Reporting Person(s) to Issuer</p> <p style="text-align: center;">(Check all applicable)</p> <p>____ Director _____</p> <p>10% Owner _____</p> <p><input checked="" type="checkbox"/> Officer _____</p> <p>Other _____</p> <p>Officer/Other Description Executive Vice President & Chief Operating Officer</p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Individual Filing</p> <p><input type="checkbox"/> Joint/Group Filing</p> |
|--|--|---|---|

| 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) | 4. Securities Acquired (A) or Disposed (D) Of (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) |
| | | Code V | Amount A/D Price | | | |
| Common Stock | 10/31/2002 | J (1) V | 4.23 A | 382.23 | I | By 401(k) plan |
| Common Stock | | | | 3.00 | D | |
| | | | | | | |

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

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

(over)
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Form 4 (continued)

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| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned |
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| (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 Code (Instr.8) | 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) | 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 Following Reported Transaction(s) (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) | \$15.89 | 11/19/2002 | A I | (A) 250,000 | 11/19/2003 (2) 11/18/2012 | Common Stock - 250,000 | | 250,000 | D | |
| Employee Stock Option (right to buy) | \$30.26 | | | | 11/21/1997 11/20/2006 | Common Stock - 2,168 | | 2,168 | D | |
| Employee Stock Option (right to buy) | \$35.59 | | | | 11/20/1998 11/19/2007 | Common Stock - 6,072 | | 6,072 | D | |
| Employee Stock Option (right to buy) | \$34.11 | | | | 11/19/1999 11/18/2008 | Common Stock - 19,520 | | 19,520 | D | |
| Employee Stock Option (right to buy) | \$30.00 | | | | 11/17/2000 11/17/2009 | Common Stock - 12,226 | | 12,226 | D | |
| Employee Stock Option (right to buy) | \$30.00 | | | | 11/18/2000 11/17/2009 | Common Stock - 150,000 | | 150,000 | D | |
| Employee Stock Option (right to buy) | \$30.00 | | | | 11/20/2000 11/17/2009 | Common Stock - 6,792 | | 6,792 | D | |
| Employee Stock Option (right to buy) | \$30.00 | | | | 11/19/2001 11/17/2009 | Common Stock - 20,378 | | 20,378 | D | |
| Employee Stock Option (right to buy) | \$58.85 | | | | 12/14/2001 12/13/2010 | Common Stock - 200,000 | | 200,000 | D | |

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| | | | | | | | | | | |
|--------------------------------------|---------|--|--|--|-------------------------|------------------------|--|---------|---|--|
| Employee Stock Option (right to buy) | \$25.67 | | | | 11/26/2002 11/25/2011 | Common Stock - 300,000 | | 300,000 | D | |
| | | | | | | | | | | |

Explanation of Responses :

** Intentional misstatements or omissions of facts **By: Marie Oh Huber / Attorney-in-fact** constitute Federal Criminal Violations.

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

11-20-2002

** Signature of Reporting Person

Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient,

Power of Attorney

See Instruction 6 for procedure.

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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.

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Form 4 (continued)

FOOTNOTE Descriptions for Agilent Technologies, Inc. (A)

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William P. Sullivan
395 Page Mill Road, MS A3-18

Palo Alto, CA 94306

Explanation of responses:

(1) Shares acquired under the 401(k) plan from the employee contributions, exempt under Rule 16b-3(c) . The information in this report is based on a plan statement dated November 6, 2002.

(2) 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.