

AGILENT TECHNOLOGIES INC  
 Form 4  
 June 07, 2002  
 SEC Form 4

<p align="center"><b>FORM 4</b></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><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b>                  Washington, D.C. 20549</p> <p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></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 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*  <b>Barnholt, Edward W.</b></p> <hr/> <p>(Last) (First) (Middle)  <b>395 Page Mill Road, MS A3-18</b></p> <hr/> <p>(Street)  <b>Palo Alto, CA 94306</b></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol  <b>Agilent Technologies, Inc. (A)</b></p> <hr/> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>	<p>4. Statement for (Month/Year)  <b>May 2002</b></p> <hr/> <p>5. If Amendment, Date of Original (Month/Year)</p>	<p>6. Relationship of Reporting Person(s) to Issuer                  (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director _____ 10%</p> <p>Owner</p> <p><input checked="" type="checkbox"/> Officer _____</p> <p>Other</p> <p>Officer/Other Description <b>President, Chief Executive Officer, and Director</b></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>
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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 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)
		Code   V	Amount   A/D   Price			
Common Stock	05/07/2002	A (1)   V	378.19   A   \$25.54	52,243.34	D	
Common Stock				432.00	I	By Son
Common Stock				1,045.00	I	Custodian for first daughter
Common Stock				502.00	I	Custodian for second daughter

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).

## Barnholt, Edward W. - May 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 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 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)	\$10.62				11/18/1994   11/17/2003	Common Stock - 86,755		86,755	D	
Employee Stock Option (right to buy)	\$14.54				11/17/1995   11/16/2004	Common Stock - 86,755		86,755	D	
Employee Stock Option (right to buy)	\$25.92				11/17/1996   11/16/2005	Common Stock - 52,053		52,053	D	
Employee Stock Option (right to buy)	\$30.26				11/21/1997   11/20/2006	Common Stock - 52,053		52,053	D	
Employee Stock Option (right to buy)	\$35.59				11/20/1998   11/19/2007	Common Stock - 104,106		104,106	D	
Employee Stock Option (right to buy)	\$34.11				11/19/1999   11/18/2008	Common Stock - 121,458		121,458	D	
Employee Stock Option (right to buy)	\$30.00				11/18/2000   11/17/2009	Common Stock - 750,000		750,000	D	
Employee Stock Option (right to buy)	\$30.00				11/20/2000   11/17/2009	Common Stock - 101,891		101,891	D	
Employee Stock	\$30.00				11/19/2001   11/17/2009	Common Stock -		40,756	D	

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Option (right to buy)						40,756				
Employee Stock Option (right to buy)	\$58.85				12/14/2001   12/13/2010	Common Stock - 500,000		500,000	D	
Employee Stock Option (right to buy)	\$25.67				11/26/2002   11/25/2011	Common Stock - 750,000		750,000	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). 06-07-2002  
 \*\* 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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**Edward W. Barnholt**  
**395 Page Mill Road, MS A3-18**  
**Palo Alto, CA 94306**

**Explanation of responses:**

(1) Shares acquired in a qualified Employee Stock Purchase Plan under Section 423 of the Internal Revenue Code of 1986, as amended, in a transaction exempt under Rule 16b-3.