

Huber Marie Oh
Form 4
July 06, 2011

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 *
Huber Marie Oh

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)
Sr VP, General Counsel & Sec.

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

3. Date of Earliest Transaction (Month/Day/Year)
07/05/2011

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	04/29/2011		J ⁽¹⁾	V 258.33 A \$ 42.424	29,105.221	D	
Common Stock	07/05/2011		M ⁽²⁾	14,080 A \$ 31.93	43,185.221	D	
Common Stock	07/05/2011		M ⁽²⁾	17,852 A \$ 20.62	61,037.221	D	
Common Stock	07/05/2011		M ⁽²⁾	3,769 A \$ 19	64,806.221	D	
Common Stock	07/05/2011		M ⁽²⁾	7,543 A \$ 19	72,349.221	D	

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Common Stock	07/05/2011		S ⁽²⁾	43,244	D	\$ 51.457 <u>(3)</u>	29,105.221	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 31.93	07/05/2011		M	14,080	<u>(4)</u> 01/25/2014	Common Stock	14,080
Employee Stock Option (Right to Buy)	\$ 20.62	07/05/2011		M	17,852	<u>(4)</u> 01/23/2015	Common Stock	17,852
Employee Stock Option (Right to Buy)	\$ 19	07/05/2011		M	3,769	11/18/2009 ⁽⁵⁾ 11/17/2018	Common Stock	3,769
Employee Stock Option (Right to Buy)	\$ 19	07/05/2011		M	7,543	11/18/2009 ⁽⁵⁾ 11/17/2018	Common Stock	7,543

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

Huber Marie Oh
5301 STEVENS CREEK BLVD, MS 1A-LC
SANTA CLARA, CA 95051

Sr VP, General Counsel & Sec.

Signatures

/s/ Marie Oh
Huber

07/06/2011

**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) Shares acquired in an Employee Stock Purchase Plan under Section 423 of the Internal Revenue Code of 1986, as amended, in a transaction exempt under Rule 16b-3.
- (2) This transaction was effected pursuant to a Rule 10b5-1 plan.
- (3) The weighted average sales price was \$51.457 with a range of \$51.33 to \$51.77
- (4) This option is fully vested and exercisable.
- (5) The option is exercisable in four equal 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. 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.