

DILLON ADRIAN T
Form 4
December 17, 2009

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 *
DILLON ADRIAN T

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)
12/15/2009

____ Director
 Officer (give title below) _____ Other (specify below)
EVP, Finance & Admin., CFO

(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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|-----|-------|
| | | | | Code | V | Amount | | | | (D) | Price |
| Common Stock | 12/15/2009 | | S ⁽¹⁾ | | | 99,690 | D | \$ 30.029 | 129,925.257 | D | |
| Common Stock | 12/15/2009 | | M | | | 18,711 | A | \$ 21.72 | 148,636.257 | D | |
| Common Stock | 12/15/2009 | | S ⁽²⁾ | | | 18,711 | D | \$ 30 | 129,925.257 | D | |
| Common Stock | 12/15/2009 | | M | | | 30,805 | A | \$ 19 | 160,730.257 | D | |
| Common Stock | 12/15/2009 | | S ⁽³⁾ | | | 30,805 | D | \$ 30.005 | 129,925.257 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 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) | \$ 21.72 | 12/15/2009 | | M | 18,711 | 11/16/2005 11/15/2014 | | Common Stock | 18,711 |
| Employee Stock Option (Right to Buy) | \$ 19 | 12/15/2009 | | M | 30,805 | 11/18/2009 11/17/2018 | | Common Stock | 30,805 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DILLON ADRIAN T
5301 STEVENS CREEK BLVD, MS 1A-LC
SANTA CLARA, CA 95051

EVP, Finance & Admin., CFO

Signatures

/s/ Stephen D. Williams, attorney-in-fact for Mr. Dillon

12/17/2009

__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).

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- (1) The weighted average sales price was \$30.029 with a range of \$30.00 to \$30.08. The actual sales prices are as follow: 25,200 shares sold at \$30.00; 6,900 shares sold at \$30.01; 11,900 shares sold at \$30.02; 12,890 shares sold at \$30.03; 15,300 shares sold at \$30.04; 16,600 shares sold at \$30.05; 6,900 shares sold at \$30.06; 1,700 shares sold at \$30.07; and 2,300 shares sold at \$30.08.
- (2) The weighted average sales price was \$30.00 with a range of \$30.00 to \$30.01. The actual sales prices are as follow: 17,611 shares sold at \$30.00; 900 shares sold at \$30.005; and 200 shares sold at \$30.01.
- (3) The weighted average sales price was \$30.005 with a range of \$30.00 to \$30.03. The actual sales prices are as follow: 15,298 shares sold at \$30.00; 7,707 shares sold at \$30.005; 100 shares sold at \$30.008; 300 shares sold at \$30.009; 3,400 shares sold at \$30.01; 2,200 shares sold at \$30.015; 600 shares sold at \$30.02; 900 shares sold at \$30.025; and 300 shares sold at \$30.03.

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.