

AGILENT TECHNOLOGIES INC

Form 4/A

June 21, 2007

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

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

OMB APPROVAL

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Number: 3235-0287
Expires: January 31,
2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
VAN INGEN CHRIS

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)
06/18/2007

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Senior Vice President

(Street)
SANTA CLARA, CA 95051

4. If Amendment, Date Original
Filed(Month/Day/Year)
06/19/2007

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	06/18/2007		M		1,822	A	\$ 33.9	63,714.86	D
Common Stock	06/18/2007		M		12,025	A	\$ 32.49	75,739.86	D
Common Stock	06/18/2007		S		14,400	D	\$ 38.98	61,339.86	D
Common Stock	06/18/2007		M		52,507	A	\$ 28.57	113,846.86	D
Common Stock	06/18/2007		M		7,132	A	\$ 28.57	120,978.86	D

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Common Stock	06/18/2007	S	2,000	D	\$ 38.99	118,978.86	D
Common Stock	06/18/2007	S	5,100	D	\$ 39	113,878.86	D
Common Stock	06/18/2007	S	900	D	\$ 39.02	112,978.86	D
Common Stock	06/18/2007	S	900	D	\$ 39.03	112,078.86	D
Common Stock	06/18/2007	S	2,600	D	\$ 39.04	109,478.86	D
Common Stock	06/18/2007	S	100	D	\$ 39.06	109,378.86	D
Common Stock	06/18/2007	S	100	D	\$ 39.07	109,278.86	D
Common Stock	06/18/2007	S	4,300	D	\$ 39.08	104,978.86	D
Common Stock	06/18/2007	S	300	D	\$ 39.09	104,678.86	D
Common Stock	06/18/2007	S	3,200	D	\$ 39.1	101,478.86	D
Common Stock	06/18/2007	S	5,900	D	\$ 39.11	95,578.86	D
Common Stock	06/18/2007	S	3,600	D	\$ 39.12	91,978.86	D
Common Stock	06/18/2007	S	1,600	D	\$ 39.13	90,378.86	D
Common Stock	06/18/2007	S	7,800	D	\$ 39.14	82,578.86	D
Common Stock	06/18/2007	S	10,400	D	\$ 39.15	72,178.86	D
Common Stock	06/18/2007	S	900	D	\$ 39.16	71,278.86	D
Common Stock	06/18/2007	S	400	D	\$ 39.17	70,878.86	D
Common Stock	06/18/2007	S	100	D	\$ 39.18	70,778.86	D
Common Stock	06/18/2007	S	3,600	D	\$ 39.19	67,178.86	D
Common Stock	06/18/2007	S	2,000	D	\$ 39.2	65,178.86	D
	06/18/2007	S	3,286	D		61,892.86	D

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Common \$
Stock 39.21

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

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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 Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 33.9 ⁽¹⁾	06/18/2007		M	1,822	11/20/1998 11/19/2007	Common Stock 1,822 ⁽¹⁾
Employee Stock Option (right to buy)	\$ 32.49 ⁽¹⁾	06/18/2007		M	12,025	11/19/1999 11/18/2008	Common Stock 12,025 ⁽¹⁾
Employee Stock Option (right to buy)	\$ 28.57 ⁽¹⁾	06/18/2007		M	52,507	11/18/2000 11/17/2009	Common Stock 52,507 ⁽¹⁾
Employee Stock Option (right to buy)	\$ 28.57	06/18/2007		M	7,132	11/20/2000 11/17/2009	Common Stock 7,132 ⁽¹⁾

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer

Other

VAN INGEN CHRIS
5301 STEVENS CREEK BLVD, MS 1A-LC
SANTA CLARA, CA 95051

Senior Vice President

Signatures

By: Marie Oh Huber /
Attorney-in-fact

06/21/2007

__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) Pursuant to the anti-dilution provisions in the Agilent Technologies, Inc. 1999 Stock Plan, the reporting person's stock options were adjusted to maintain their aggregate economic value in connection with the spinoff of the Issuer's subsidiary, Verigy Ltd., on October 31, 2006. The distribution of Verigy shares in connection with the spinoff was determined by the Board of Directors of the Issuer. The number of post-distribution option shares were determined by multiplying the pre-distribution shares by 1.05014 and rounding down to the largest number of whole shares. The post-distribution exercise price was calculated by multiplying the pre-distribution exercise price by 0.95224. The reported option shares and exercise price reflect such post-distribution calculation.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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