

AGILENT TECHNOLOGIES INC  
Form 8-K  
May 23, 2006

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities and Exchange Act of 1934**

Date of Report (Date of earliest event reported): **May 17, 2006**

**AGILENT TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**001-15405**  
(Commission File Number)

**77-0518772**  
(IRS Employer Identification No.)

**395 Page Mill Road, Palo Alto, California 94306**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code **(650) 752-5000**

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(Former name, former address and former fiscal year, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240-14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 5.02 DEPARTURE OF DIRECTORS OR PRINCIPAL OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF PRINCIPAL OFFICERS**

Effective May 17, 2006, the Board of Directors of Agilent Technologies, Inc. (the Company) elected Paul N. Clark to serve in the class of directors that will stand for re-election at the 2009 Annual Meeting of Stockholders. There are no arrangements or understandings between Mr. Clark and any other person pursuant to which Mr. Clark was elected as a director.

Mr. Clark will serve on the Compensation Committee and on the Nominating/Corporate Governance Committee of the Company's Board of Directors.

There are no transactions to which the Company is a party and in which Mr. Clark has a material interest that are required to be disclosed under Item 404(a) of Regulation S-K.

A copy of the press release announcing this election is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) **Exhibits.**

The following are filed as exhibits to this report:

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release dated May 17, 2006.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AGILENT TECHNOLOGIES, INC.

By: /s/ Marie Oh Huber  
Name: Marie Oh Huber  
Title: Vice President, Assistant Secretary and  
Assistant General Counsel

Date: May 23, 2006