

AGILENT TECHNOLOGIES INC  
Form 4  
November 21, 2014

**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 \*  
Glaize Solange

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)

3. Date of Earliest Transaction (Month/Day/Year)  
11/19/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP, Chief Accounting Officer

5301 STEVENS CREEK BLVD

(Street)

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

SANTA CLARA, CA 95051

(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                    | 11/19/2014                           |  | A                              | 1,884 (1) A \$ 40.8   | 7,545.387 (2)   | I  | Family Trust                      |
| Common Stock                    | 11/19/2014                           |  | F                              | 709 (3) D \$ 40.8   | 6,836.387   | I  | Family Trust                      |
| Common Stock                    | 11/19/2014                           |  | A                              | 1,464 (4) A \$ 40.8   | 3,866.296 (5)   | D  |                                   |
| Common Stock                    | 11/19/2014                           |  | F                              | 61 (6) D \$ 40.8  | 3,805.296   | D  |                                   |

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) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| Employee Stock Option (Right to Buy) <sup>(7)</sup> | \$ 40.8  | 11/19/2014                           |  | A                              | 22,583  | 11/19/2015 <sup>(8)</sup> 11/18/2024                     | Common Stock 22,5   |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| Glaize Solange<br>5301 STEVENS CREEK BLVD<br>SANTA CLARA, CA 95051 |               |           | VP, Chief Accounting Officer |       |

## Signatures

/s/ P. Diana Chiu, attorney-in-fact for Ms. Glaize  
 11/20/2014  
 \*\*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) On November 19, 2014, pursuant to the Agilent Technologies, Inc. Long-Term Performance Program, 1,884 shares of common stock of Agilent Technologies, Inc. were awarded to the reporting person.
- (2) Includes shares of common stock underlying RSUs resulting from the adjustment of RSUs held prior to November 1, 2014, pursuant to the terms of an employee matters agreement between Agilent and Keysight Technologies, Inc., dated as of August 1, 2014.
- (3) The reporting person surrendered 709 shares to Agilent to satisfy tax liability on the release of her restricted shares in accordance with Rule 16b-3.
- (4)

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On November 19, 2014, pursuant to the Agilent Technologies, Inc. Long-Term Performance Program, 1,464 shares of common stock of Agilent Technologies, Inc. were awarded to the reporting person. Under the Agilent Technologies, Inc. Deferred Compensation Plan, the reporting person has elected to defer 1,391 of such shares of common stock

- (5) 5.953 shares were acquired through the Agilent Technologies Dividend Reinvestment plan
- (6) The reporting person surrendered 61 shares to Agilent to satisfy tax liability on the release of her restricted shares in accordance with Rule 16b-3.
- (7) Right to buy Agilent Technologies, Inc. common stock granted under the Agilent Technologies, Inc. Stock Plan, in compliance with Rule 16b-3.
- (8) The option is exercisable in four equal annual 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.

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